

01<sup>st</sup> September 2025

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.

**Scrip Code: 538942**

**Sub: Annual Report for the Financial Year 2024-25 and Notice of the 24<sup>th</sup> Annual General Meeting (AGM) of the Company**

Sir/Madam,

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith the Annual Report of the Company for the Financial Year 2024-25 along with the Notice of the 24<sup>th</sup> AGM to be held on **Thursday, 25<sup>th</sup> September, 2025 at 03.00 PM. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The Annual Report is being circulated to the shareholders today by way of email.

The Annual report and AGM Notice are also available on the website of the Company <https://www.mercantileventures.co.in/>.

This is for your information and records.

Thanks & Regards,

Yours faithfully,  
**For Mercantile Ventures Limited**

**E N Rangaswami**  
**Whole-time Director**  
**DIN: 06463753**





# **MERCANTILE VENTURES LIMITED**

## **ANNUAL REPORT 2024-25**

## Board of Directors

Mr AL. Chandramouli*	- Non-Executive - Independent Director	(DIN: 02299091)
Mr B. Narendran	- Non-Executive - Independent Director	(DIN: 01159394)
Ms Sashikala Srikanth*	- Non-Executive - Independent Director	(DIN: 01678374)
Mr G D Sharma	- Non-Executive - Independent Director	(DIN: 08060285)
Mr K Gopalakrishnan	- Non-Executive - Non-Independent Director	(DIN: 00621061)
Mr E.N. Rangaswami	- Executive - Wholetime Director	(DIN: 06463753)
Ms. Rita Chandrasekar#	- Non Executive - Independent Director	(DIN: 03013549)

\*Tenure Completion w.e.f. 24th March 2025

# Appointed w.e.f. 25th March 2025

## CHIEF FINANCIAL OFFICER

Mr. V Padmanabha Sarma (upto 21st June 2024)  
Mr. N Umasankar (wef 22nd June 2024)

## COMPANY SECRETARY & COMPLIANCE OFFICER

Obero Jangit M

## Registered Office

No. 88, Mount Road, Guindy,  
Chennai – 600032.

CIN: L65191TN1985PLC037309

E-mail: [admin@mercantileventures.co.in](mailto:admin@mercantileventures.co.in)

Website: [www.mercantileventures.co.in](http://www.mercantileventures.co.in)

## REGISTRAR & SHARE TRANSFER AGENT

Cameo Corporate Services Limited  
Subramanian Building,  
1, Club House Road,  
Chennai – 600 002.

## Statutory Auditor

### Venkatesh & Co

Chartered Accountants  
'SRI RANGA', New No.151,  
Mambalam High Road,  
T.Nagar, Chennai - 600 017

## Secretarial Auditor

KRA & Associates

Practicing Company Secretaries  
Door No.6A, 10th Street, New Colony  
Adambakkam, Chennai - 600 088.

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## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 24th (Twenty Fourth) Annual General Meeting of the members of Mercantile Ventures Limited will be held on **Thursday, 25th September, 2025 at 03.00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. **To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:**
  - a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
  - b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. **To appoint a director in place of Mr. K Gopalakrishnan (DIN: 00621061), who retires by rotation and being eligible, has offered himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:**

**"RESOLVED THAT** Mr. K Gopalakrishnan (DIN: 00621061) Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS

3. **To consider the Material Related Party Transactions with M/s. Southern Petrochemical Industries Corporation Limited (SPIC) and if thought fit, to pass with or without modifications, the following Resolutions as Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 read with rule 15 of the Companies (Meeting of Board and its Powers) rules 2014 and other applicable provisions of the Companies Act, 2013, approval of the shareholders of the Company be and is hereby accorded, for any contract(s)/arrangement(s)/ transaction(s) proposed to be entered into, for the period commencing from the conclusion of the 24th AGM upto the date of the 25th AGM to be held in the year 2026, with M/s. Southern Petrochemical Industries Corporation Limited (SPIC), for an amount not exceeding Rs. 20 crores towards Lease rentals, Maintenance and Housekeeping, Manpower supply services on an arm's length basis and in the ordinary course of business."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate and settle the terms and conditions as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, execute such documents, deeds, forms as may be required and do such matters and things as it may, in its absolute discretion, arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

**4. To consider the Appointment of Secretarial Auditors and, if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, M/s. KRA & Associates, Practicing Company Secretaries (Firm Registration No. P2020TN082800) be and are hereby appointed as the Secretarial Auditors of the Company for the first term of 5 consecutive years i.e., for the audit period from the financial year 2025-26 till the financial year 2029-30.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

**By order of the Board  
For Mercantile Ventures Limited**

**E N Rangaswami  
(DIN:06463753)  
Whole-time Director**

Place: Chennai  
Date: 04th August 2025

## Notes:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. Ministry of Corporate Affairs (MCA) vide its General Circular no. 09/2024 dated September 19, 2024 read with circulars no. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020, and May 5, 2020 respectively, and SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October 3, 2024 and October 7, 2023 respectively read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (collectively, the "said Circulars"), allowed companies to hold shareholders meeting through video conferencing or other audio visual means ("VC") dispensing requirement of physical presence of members at a common venue, and other related matters with respect to such meetings. Accordingly, the 24th Annual General Meeting ("this AGM") of the members of the Company will be held through VC in compliance with the provisions of the said Circulars.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Since this AGM is being held pursuant to the said circulars through VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR **APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.** However, representatives of members under section 112 and 113 can be appointed to participate and vote at this AGM.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.  
  
Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.
5. Members, especially institutional investors, are encouraged to attend and vote at this AGM though VC. The attendance of the Members attending this AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing's body resolution/authorization etc., authorizing their representative to attend the 24th AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Scrutinizer by email through their registered email address to [gkrkgram@yahoo.in](mailto:gkrkgram@yahoo.in) and also upload the same at [evoting@cdslindia.com](http://evoting@cdslindia.com).

8. The facility for remote e-voting **begins on Monday, 22nd September 2025 (09:00 a.m. IST) and ends on Wednesday 24th September 2025 (till 05:00 p.m. IST)**. During the period when facility for remote e-voting is provided, the members of the company, holding shares either in physical form or in dematerialised form, as on the **cut-off date Thursday, 18th September 2025**, may opt for remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter and remote e-voting shall not be allowed beyond the said date and time.
9. Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM. Members who have already cast their vote by remote e-Voting prior to the AGM, will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
10. M/s. KRA & Associates, Practicing Company Secretaries (Membership No. FCS: 6718) (email: [gkrkgram@yahoo.in](mailto:gkrkgram@yahoo.in)) has been appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at the 24th Annual General Meeting in a fair and transparent manner.
11. The Voting Results shall be declared within 2 (two) working days of conclusion of its General Meeting of the Company and the same shall be communicated to BSE Limited (Stock Exchange) and also shall be placed on the website of the Company <https://www.mercantileventures.co.in/>
12. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. In terms of the said Circulars and as per Rule 18 of Companies (Management and Administration) Rules, 2014, the Notice of this AGM and the Annual Report for 2024-25 shall be sent only by email to the members on the email id registered with their depository participants/Company.

Members who have not registered their e-mail address are requested to update the same by following manner:

- (i) for shares held in physical form - by submitting a request to the mail ID [investor@cameoindia.com](mailto:investor@cameoindia.com) (RTA) and [cs@mercantileventures.co.in](mailto:cs@mercantileventures.co.in) (Company), along with scanned copy of their share certificate (front and back), self attested copy PAN or Aadhar ID of the residential address appearing in their folio;
- (ii) for shares held in demat mode with the depository participants with whom their demat account is maintained.

However, members of the Company are entitled to receive Notice of this AGM and the Annual Report for 2024-25 in physical form upon request.

15. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai 600002.
16. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.mercantileventures.co.in/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
17. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during normal business hours (9.00 AM to 5.00 PM) on all working days except on holidays, up to the date of the AGM.

18. The Register of Members and the Share transfer **Books will remain closed from Friday, 19th September, 2025 to Thursday, 25th September, 2025** both days inclusive.
19. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on Friday, 22nd August 2025 have been considered.
20. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their queries in advance, by Monday, 22nd September, 2025 (till 5:00 p.m.) mentioning their name, DP ID and Client ID/Folio No., E-mail ID, mobile number at [cs@mercantileventures.co.in](mailto:cs@mercantileventures.co.in).

Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

21. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation. SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities **in Demat form only** while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the web link at <https://www.mercantileventures.co.in/index.php/investor-services-for-physical-shares/> or you may request from 'Cameo Corporate Services Limited' our Registrar and Transfer Agent for obtaining the same. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

22. The particulars of Mr. K Gopalakrishnan (DIN: 00621061), who retires by rotation and being eligible, offers himself for re-appointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 are annexed hereto.



## Explanatory Statement required under Section 102(1) of the Companies Act, 2013

### Item No 3:

#### To consider and approve Material Related Party Transactions with M/s. Southern Petrochemical Industries Corporation Limited (SPIC)

Pursuant to Regulation 23 (1) of SEBI LODR Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

SPIC is a related party pursuant to Regulation 2(1) (zb) of SEBI LODR. The proposed transactions with SPIC are considered material in nature pursuant to regulation 23(1) which requires the prior approval of the Audit committee, Board and shareholders.

In compliance with the above regulation, it is proposed to obtain shareholders' approval in this Annual General Meeting which will be valid for the period from the conclusion of the 24th AGM in 2025 till the conclusion of the 25th AGM to be held in the year 2026.

Information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows.

S.No.	Particulars	Details
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Southern Petrochemical Industries Corporation Limited (SPIC). Holding more than 10% of Equity Shares.
b	Type, material terms and particulars of the proposed transaction	Lease rentals, Manpower supply services, Maintenance and House keeping and transactions as set out in Section 188(1) (a) to 188(1) (e) of Companies Act, 2013, SEBI (LODR) Regulations 2015.
c	Tenure of the proposed transaction (particular tenure shall be specified);	Duration of Contract – for the period from the conclusion of the 24th AGM in 2025 till the conclusion of the 25th AGM to be held in the year 2026.
d	Value of the proposed transaction	For value not exceeding Rs. 20 Crores
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	27.71% of MVL's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction
f	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	N.A.

g	Justification as to why the RPT is in the interest of the listed entity.	The Transactions are at Arm's length and ordinary course of business.
h	A copy of the valuation or other external party report, if any such report has been relied upon;	NA
i	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	NA
j	Any other information that may be relevant.	Nil

The above transactions have been reviewed and approved by the Audit committee and Board and recommended the Material Related Party Transactions for approval by the Members.

Members are requested to note that the transaction would be in the ordinary course of business and at arm's length basis.

It is pertinent to note that no Related Party shall vote to approve this Resolution whether the entity is a Related Party to the particular transaction or not.

**Disclosure of Interest:**

None of the Directors/Key Managerial Personnel of the Company is concerned or interested in this resolution other than Ms. Rita Chandrasekar, being Independent Director of SPIC.

**Item No.4–To Appoint Secretarial Auditor of the Company**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015('SEBI Listing Regulations'), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 4th, 2025, has approved the appointment of M/s KRA & Associates, Company Secretaries, (Firm Registration No.P2020TN082800) as the Secretarial Auditors of the Company for the first term of 5 consecutive years i.e. for the audit period from the financial year 2025-26 till the financial year 2029-30, subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M/s.KRA & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s.KRA & Associates has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s. KRA & Associates has further furnished a declaration that they have not taken up any prohibited non secretarial audit assignments for the Company, its holding and subsidiary companies.

While recommending M/s. KRA & Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, and its technical expertise. M/s.KRA & Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s.KRA & Associates is a peer reviewed and a well established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment. M/s. KRA & Associates specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

The proposed remuneration payable to M/s. KRA & Associates for conducting the secretarial audit per annum is Rs. 75,000 (Rupees Seventy Five thousand only), plus applicable taxes (in addition to the out of pocket expenses on actuals as may be incurred in the discharge of their functions). The Board of Directors will decide the remuneration payable for the subsequent years of their proposed term of 5 consecutive years as mentioned above, and also the terms and conditions of such appointment, as may be mutually agreed with the said secretarial auditors. Additionally, the Company would also from time-to-time avail certification/ reporting services from M/s. KRA & Associates, as may be required and also such other permitted services that the secretarial auditors, can render under the applicable law, for which they shall be remunerated separately as per the approval of the Board of Directors and as mutually agreed with M/s. KRA & Associates.

M/s.KRA & Associates has provided their consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the shareholders is sought for appointment of M/s. KRA & Associates as the Secretarial Auditors of the Company.

The Board recommends the Ordinary Resolution set out at Item No.4 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**Information to the Shareholders pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) – Item No.02.**

S. No.	Particulars	Item No.02
1	Name of the Director	Mr. K Goplakrishnan(DIN: 00621061)
2	Brief resume of the director	Graduated with M.A. (History) from University of Madras, Chennai and having qualified in Public Relation course. Also, he is the Executive Alumni of IIM – Kozhikode. He has over three decades of experience in Corporate Services / Legal Affairs and specialised in Corporate Liaisoning.
3	Nature of expertise in specific functional areas	Corporate Liaisoning.
4	Age	59
5	Qualifications	M.A. (History) from University of Madras, Chennai and having qualified in Public Relation course
6	Experience	Over Three decades of experience in Corporate Services / Legal Affairs.
7	Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Terms and Conditions of re-appointment are as per the Companies Act 2013 and the SEBI Regulations.
8	Date of first appointment on the Board	12-06-2020
9	Shareholding in the company	Nil
10	Relationship with other Directors	Nil
11	The number of Meetings of the Board attended during the year	5

12	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	-
13	Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. i3 Security Private Limited 2. Sidd Life Sciences Private Limited 3. Medihub Sciencetec Private Limited 4. Express Carriers Limited 5. South India Travels Private Limited 6. SPIC Dealers' Welfare Association 7. SPIC Officers and Staff Welfare Foundation 8. SPIC Group Companies Employees Welfare Foundation 9. Aqua-Vin Pipes Private Limited

**By order of the Board  
For Mercantile Ventures Limited**

**E N Rangaswami  
(DIN:06463753)  
Whole-time Director**

Place: Chennai  
Date: 04th August 2025

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Monday 22nd September 2025 from 09:00 A.M.** and ends on **Wednesday 24th September 2025 till 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday 18th September 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for 'Mercantile Ventures Limited' on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@mercantileventures.co.in](mailto:cs@mercantileventures.co.in). (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** i.e. **on or before Monday 22nd**



**September 2025**, mentioning their name, demat account number/folio number, email id, mobile number at [cs@mercantileventures.co.in](mailto:cs@mercantileventures.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobilenumber at [cs@mercantileventures.co.in](mailto:cs@mercantileventures.co.in). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@cameoindia.com](mailto:investor@cameoindia.com) / [cs@mercantileventures.co.in](mailto:cs@mercantileventures.co.in) .
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

## BOARD'S REPORT

**Dear Shareholders,**

The Board of Directors of your Company take pleasure in presenting the Annual Report of the Company together with the audited consolidated & standalone financial statements and the auditor's Report thereon for the financial year ended 31st March 2025.

### 1. FINANCIAL RESULTS

Description	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	<b>3,656.07</b>	2,983.03	<b>7,218.53</b>	6,038.97
Other Income	<b>232.19</b>	350.09	<b>1,286.99</b>	570.07
Profit/(Loss) Before Interest & Depreciation	<b>358.11</b>	364.96	<b>1,422.93</b>	584.56
Interest	<b>20.36</b>	24.72	<b>20.40</b>	133.86
Depreciation	<b>84.00</b>	95.65	<b>93.32</b>	98.93
Profit/(Loss) before Exceptional Items and Tax	<b>253.75</b>	244.59	<b>1,309.21</b>	351.77
Exceptional Items	-	-	-	985.50
Profit (Loss) before tax and after Exceptional items	<b>253.75</b>	244.59	<b>1,309.21</b>	(633.73)
Provision for taxation Current tax	<b>176.82</b>	185.79	<b>368.75</b>	204.51
Deferred tax	<b>(617.22)</b>	(38.15)	<b>(686.08)</b>	(61.86)
Profit/(Loss) After Tax	<b>694.15</b>	96.95	<b>1,626.54</b>	(776.38)
Share of profit from LLP/Partnership Firms/ Associate	<b>(4.99)</b>	(5.68)	<b>(4.98)</b>	(5.68)
Share of profit/(loss) from associate	-	-	-	-
Net Profit/(Loss) for the period from discontinued operations	-	-	<b>1.06</b>	19.45
Minority Interest	-	-	<b>(109.00)</b>	(35.67)
Net Profit/(Loss) for the period	<b>689.16</b>	91.27	<b>1731.62</b>	(798.28)
Pre-Acquisition (Profit)/Loss for the period	-	-	-	372.04
Other Comprehensive Income (Net)	<b>16.93</b>	3,626.69	<b>(471.69)</b>	4,242.50
Total Comprehensive Income for the year	<b>706.09</b>	3,717.96	<b>1,259.93</b>	3,816.26

### 2. Highlights of the Company's financial performance for the year ended March 31, 2025

#### Standalone

- Revenue from operations was Rs. 3,656.07 lakhs (previous year Rs. 2,983.03 lakhs)
- Profit after tax for the year was Rs. 694.15 lakhs (previous year Rs. 96.95 lakhs)
- Total Comprehensive Income was Rs. 706.09 lakhs (previous Year Rs. 3717.96 lakhs)

#### Consolidated

- Revenue from operations was Rs. 7218.53 lakhs (previous year Rs. 6038.97 lakhs)
- Profit after tax for the year was Rs. 1626.54 lakhs (previous year loss of Rs. 776.38 lakhs)
- Total Comprehensive Income was Rs. 1259.93 lakhs (Previous Year Rs. 3816.26 lakhs)

### **3. Amount, if any, which the Board proposes to carry to any reserves**

The Board of Directors has decided to retain the amount of profits for financial year 2024–25. The Company has not transferred any amount to the 'Reserves' for the year ended 31st March 2025.

### **4. Dividend**

The Board of Directors has not recommended any dividend for the year.

### **5. Major events occurred during the year and till the date of the report**

#### **Scheme of Amalgamation:**

The Board of Directors at their meeting held on 08th April 2025, had approved the Scheme of Amalgamation of India Radiators Limited ('Transferor Company') with and into Mercantile Ventures Limited ('Transferee Company') and their respective shareholders and creditors and subsequently the Company had filed an application to BSE Limited along with the draft scheme within the statutory timelines pursuant to Regulation 37 of the SEBI LODR Regulation 2015.

#### **Acquisition of India Radiators Limited erstwhile promoter's shareholding:**

The Company has completed the acquisition of 38.41% of equity share capital in India Radiators Limited on 8th July 2024, from the erstwhile promoters of India Radiators Limited, as per terms of the share purchase agreement dated January 05, 2024 ("SPA") in compliance with the SAST regulations and has become the promoter of India Radiators Limited.

### **6. Change in Nature of Business, If Any;**

There has been no change in the nature of business during the financial year.

### **7. Material Changes and Commitments**

There are no material changes and commitments during the Financial Year.

### **8. Changes in the capital structure of the company during the year**

There are no changes in the capital structure of the company during the year.

### **9. Issue of shares or other convertible securities**

During the year, the company has not issued any equity shares or preference shares or any securities which carry a right or option to convert such securities into shares

### **10. Investor Education and Protection Fund (IEPF)**

There were no such instances requiring any transfer of any amount by the company to the IEPF as required under Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

### **11. Details of Employee Stock Options**

There are no Employee Stock Options Scheme(s) implemented by the Company during the year.

### **12. Directors**

#### **Retirement of Independent Directors**

During the Financial year, Ms. Sashikala Srikanth (DIN: 01678374) and Mr. A L Chandramouli (DIN: 02299091) retired as Independent Directors from the company consequent to the completion of their respective second term of five years as at the closing hours of 24th March 2025.

#### **Appointment of Ms. Rita Chandrasekar (DIN: 03013549) as Non-Executive- Independent Director**

Ms. Rita Chandrasekar (DIN: 03013549) was appointed as Non-Executive- Independent Directors of the Company w.e.f. 25th March 2025 by the shareholders through postal ballot on 22nd March 2025 for the first term of 5 (five) consecutive years.

#### **Appointment & Resignation of Ms. M S Niranjhan (DIN: 01650785) as Non-Executive- Independent Director**

Mr. M S Niranjhan (DIN: 01650785) was appointed as Non-Executive- Independent Directors of the Company w.e.f. 25th March 2025 by the shareholders through postal ballot on 22nd March 2025 for the first term of 5 (five) consecutive years and subsequently he resigned from his office with effect from the closing business hours of 31st July 2025.

#### **Re -Appointment of Mr. G D Sharma (DIN: 08060285) as Non-Executive- Independent Director**

Mr. G D Sharma (DIN: 08060285), was re-appointed as Independent Director for the second term of 5 (five) consecutive years and holds office commencing from 12th June 2025 to 11th June 2030 by the shareholders through postal ballot on 22nd March 2025.

#### **Directors who retire by rotation**

Mr.K Gopalakrishnan (00621061), Non-Executive - Non Independent Director who retires by rotation and being eligible, offers himself for re-appointment.

### **13. Key Managerial Personnel**

During the Financial year, Mr.V Padmanabha Sarma, resigned from the post of Chief Financial Officer of the Company with effect from 21st June 2024 and Mr. N Umasankar was appointed as Chief Financial Officer of the Company with effect from 22nd June 2024 as per Section 203 of the Companies Act, 2013.

### **14. Declaration of Independent Directors and statement on compliance of code of conduct**

The Independent Directors have submitted their declarations with respect to their independence to the Board as required under Section 149(6) of the Companies Act, 2013 so as to qualify themselves for the continuance as independent directors under the provisions of the Companies Act, 2013 and the relevant rules and they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

### **15. Board Meetings**

The Company had 5 (Five) board meetings on 23-05-2024, 14-08-2024, 07-11-2024, 12-02-2025 and 11-03-2025 during the financial year under review.

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. Details of meetings held and attendance of directors are mentioned in the Corporate Governance Report, which forms part of this Report.

### **16. Board Committees**

The following statutory Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

The Composition of Committees, changes in committee positions number and dates of meetings of such committees held during the year are given in the Corporate Governance Report.

## **17. Company's Policy on Directors' appointment and remuneration**

The Company's Policies relating to appointment of directors, payment of managerial remuneration, directors' qualifications, positive attributes, independence of directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 are uploaded in the website of the Company in the following link.

<https://www.mercantileventures.co.in/index.php/policies/>

## **18. Familiarization Program**

The details of the familiarization programme for Independent Directors are available at the Company's website.

## **19. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Boards' performance and performance of the non-independent Directors were considered/evaluated by the independent directors at their meeting without the participation of the non-independent director and key managerial personnel.

These Meetings are conducted to assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board that are necessary for the Board to effectively and reasonably perform its duties.

Pursuant to the provisions of the Companies act, 2013 and Regulation 17 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees.

## **20. Remuneration of Directors and Employees**

Disclosures with respect to the remuneration of directors, employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in Annexure – I to this report.

## **21. Remuneration received by Whole time Director from subsidiary companies**

The Whole time Director does not receive any remuneration in any of the subsidiary companies.

## **22. Directors' Responsibility Statement**

In accordance with the provisions of section 134(5) of the Companies Act, 2013 the Board hereby submits its Responsibility Statement:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the year ended 31st March 2025;
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The directors had prepared the annual accounts on a going concern basis;
- e. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;
- f. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively

### **23. Internal Control Systems & their adequacy**

Company's Internal Control System has been designed for providing accurate recording of transactions with internal checks and prompt reporting, adherence to applicable accounting standards and policies, compliance with applicable statutes, management policies and procedures, effective use of resources and safeguarding of assets.

The Internal audit was carried out periodically through a practicing chartered accountant. The observations arising out of the audit were periodically reviewed and compliance ensured. The summary of the internal audit observations and management responses were submitted to the Board after review by the Audit Committee.

### **24. Frauds Reported by Auditors as per Sec 143 (12) other than those which are reportable to the Central Government.**

There were no frauds reported by Statutory Auditor, Secretarial Auditor to the Audit Committee/ Board.

### **25. Consolidated Financial Statements**

In accordance with the section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, Listing regulations and Ind AS 110, the consolidated audited financial statement forms part of the Annual Report in addition to the standalone audited financial statement of the company.

### **26. Disclosures relating to Subsidiaries**

A Report on performance and financial position of the subsidiaries highlighting the performance of each and their contribution to the overall performance of the company forms part of the financial statement in Form AOC-1. There are no associates / Joint Ventures.

### **27. Companies which have become or ceased to be subsidiaries, associates and joint ventures**

M/s. Walery Security Management Limited has become a material subsidiary of the Company pursuant to regulation 16(1) (C) of the SEBI LODR regulations. Other than that, there are no Companies which have become or ceased to be subsidiaries, associates or joint ventures.

### **28. Deposits**

The Company has neither accepted nor renewed any deposits during the year under review.

### **29. Particulars of Loans, Guarantees or Investments**

The particulars of Loans, guarantees and investments covered under section 186 of the Companies Act 2013 are provided in the notes to the financial statements.

### **30. Particulars of Contracts or Arrangements made with Related Parties.**

All transactions entered by the Company with related parties were in the ordinary course of business and at arm's length pricing basis. There were no materially significant transactions with related parties during the financial year 2024-25 which were in conflict with the interests of the Company.

The Board has approved the policy on related party transactions.

Details of transactions with related parties as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in Form AOC-2 in Annexure-II.

The policy has been uploaded on the Company's website, under the web link: <http://mercantileventures.co.in>.

### **31. Corporate Social Responsibility**

The company has complied with the provisions of Section 135 of the Companies Act 2013. The details of CSR activities containing details of CSR Committee Members, brief outline of the CSR policy, overview of the CSR initiatives, prescribed expenditure, amount spent etc. that form part of this Report are furnished in Annexure-III.

The CSR policy is available in the website of the Company.

### **32. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

The business of the Company is leasing of immovable properties and Manpower supply services. The particulars prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with rule 8 (3) of the Companies (Accounts) Rules, 2014, relating to conservation of energy and technology absorption are not applicable to the business operations of the Company.

#### **Foreign Exchange Earnings and Outgo:**

Foreign Exchange Inflow: Nil

Foreign Exchange Outflow: Nil

### **33. Risk Management.**

As per the Provision of SEBI (LODR), the constitution of Risk Management Committee is applicable only to the top 1000 listed entities. This provision is not applicable to M/s. Mercantile Ventures Limited, as it is not coming under the top 1000 listed entities.

### **34. Vigil Mechanism**

Pursuant to Section 177(9) of the Act, a vigil mechanism was established for Directors and employees to report to the Management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism provides a mechanism for employees of the Company to approach the Chairman of the Audit Committee for redressal. No person has been denied access to the Chairman of the Audit Committee of Directors and provides adequate safeguards against victimisation, if any.

The Whistle Blower policy has been uploaded in the following web link. <https://www.mercantileventures.co.in/wp-content/uploads/2019/07/Whistle-blower-policy.pdf>

### **35. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the company**

There are no significant and material orders passed by the regulators or courts or tribunals which would impact the going concern status of the Company and its future operations.

### **36. Auditors**

#### **Statutory Auditors**

M/s. Venkatesh & Co., Chartered Accountants (Firm Registration No.004636S) were appointed as statutory auditors of the Company by the Members in the 21st Annual General Meeting held on 22nd September 2022 pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act 2013 and shall hold office till the conclusion of the 26th AGM to be held in the year 2027, at a remuneration of Rs. 4,50,000/- (Rupees Four Lakhs and Fifty Thousand only) plus reimbursement of out of pocket expenses and applicable taxes.

#### **Secretarial Auditor**

The Company has appointed M/s. KRA & Associates, Company Secretaries in practice to undertake the Secretarial Audit of the Company. As required under provisions of Section 204 of the Companies Act, 2013 and pursuant to Regulation 24A of Listing Regulations, the Secretarial Audit reports (Form MR -3) in respect of the Secretarial Audit of the Company and its Material Unlisted Company 'i3 Security Private Limited' and 'Walery Security Management Limited' for FY 2024-25 carried out by M/s. KRA & Associates, Practicing Company Secretaries, forms part to this report in Annexure – IV.

### **Cost Auditor**

The business activity of the Company is not covered under rule 3 of The Companies (Cost Records and Audit) Rules, 2014. Hence, the maintenance of cost records and requirement of cost audit under section 148(1) of the Companies Act, 2013 are not applicable.

### **37. Qualifications, reservations or adverse remarks or disclaimers made by the statutory auditor and the practicing company secretary in their reports**

**Observations/Qualification in Statutory Audit report on the consolidated Financial Statements for the financial year ended March 31, 2025 provided by M/s. Venkatesh & Co, Statutory Auditors of the Company:**

#### **Basis for Qualified Opinion:**

We draw your attention to the following qualification to the audit opinion of the financial statements of M/s Walery Security Management Limited, Subsidiary of the Holding company (M/s Mercantile Ventures Limited) issued by an Independent firm of Chartered Accountants (R.G.N Price & Co) vide report dated 19-05-2025 reproduced by us as under:

During the year, The Company holds, 10%/9% 2.20 crores nos. redeemable cumulative preference shares of nominal value Rs. 10 per share aggregating to Rs. 22 crores of a company, purchased at par, in respect of which dividends remain unpaid since FY 2019-20.

In the absence of valuation reports in support of the fair-market value of these investments, we were unable to assess either the arm's length nature of this acquisition or the carrying value of these investments in terms of the principles outlined in Ind AS 109 Financial Instruments and Ind AS 113 - Fair Value Measurement and its consequential impact on the results of the Company for the year ended March 31, 2025.

Further, during the previous year, the issuer company had raised a request for roll over for a further five-year term and the same has been agreed upon by the Company.

#### **Explanations in response to Statutory Auditor Qualifications:**

The investment by Walery Security Management Ltd relates to Redeemable Cumulative Preference Shares. The valuation of preference shares is not required under current regulations and the preference shares have been transferred at par and on arm's length basis considering the short maturity periods. In our opinion, the carrying value of the investments is appropriate and is in compliance with IND AS 109 on financial instruments and IND AS 113 on fair value measurement."

#### **Observations in Secretarial Audit Report (MR-3) provided by M/s. KRA & Associates, Secretarial Auditors of the Company:**

Regulation 31-Shareholding of one promoter company has not been dematerialized to the extent of 0.16% of the total Promoters shareholding, since the company is under liquidation.

#### **Explanations in response to Secretarial Auditor Qualifications:**

Dematerialisation of the shares could not be done by the promoter company since the company is in liquidation.

### **38. Disclosure on Compliance with Secretarial Standards**

Your Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with.

### **39. Corporate Insolvency Resolution Process Initiated under the Insolvency and Bankruptcy Code, 2016 (IBC)**

There are no applications filed for corporate insolvency resolution process, by any financial or operational creditor or by the company itself under the IBC before the NCLT during the financial year.



#### 40. Annual Return

The copy of annual return of the Company as on March 31, 2025 is available on the Company's website under the web link: <http://mercantileventures.co.in>.

#### 41. Certificate on Compliance of Conditions of Corporate Governance

A report on Corporate Governance as stipulated under Schedule V and Regulation 34(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report. The requisite certificate from a practicing company secretary confirming compliance with the conditions of corporate governance as stipulated is annexed to this Report.

#### 42. Sexual Harassment

The Company has zero tolerance for sexual harassment at workplace. A policy is in place and an Internal Complaints Committee has been constituted which is monitoring the prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of POSH and the Rules made there under. There were no complaints reported under the POSH during the year under review.

#### 43. Management Discussion and Analysis Report

##### a) Industry Structure and developments

India's real estate market has closed yet another strong year, with record-breaking leasing and sales and a growing appetite for new launches. Despite global uncertainties, the Indian economy remains resilient, solidifying investor confidence. This optimism is mirrored in India's office market, with gross leasing hitting a record 53.4 million sq. ft. in January–September 2024. Key sectors, such as IT, BFSI, engineering and manufacturing are fuelling this growth. India has also positioned itself as a Global capability centers (GCC) hub, with over 1,700 centres operating nationwide. In 2024, the GCC market grew by a CAGR of more than 11 per cent, significantly boosting the office market. While traditional hubs like Bengaluru, Delhi NCR and Mumbai lead leasing activity, tier-2 cities are also emerging as promising markets.

##### b) Opportunities and Threats

Investments in the sector are expanding beyond traditional models, with alternative asset classes like data centres, co-living spaces and senior housing gaining traction, driven by changing consumer demographics and evolving preferences. Overall, with record institutional investments flowing into the sector, India's position as a global hotspot for real estate investment is enhancing. Looking ahead in 2025, we can anticipate more innovative financing avenues flourishing in the Indian market. This diversification, coupled with advancements in technology and sustainability, is expected to attract more inflows into the sector.

The real estate industry has faced a myriad of uncertainties in recent years, primarily due to rising construction costs, regulatory hurdles and liquidity constraints. There is continued need for policy support, financial access and urban infrastructure development.

##### c) Segment-wise or produce-wise performance

The company is operating in the segment of leasing of properties and Manpower supply services.

The outlook for this business segment remains positive, with the company well-positioned to earn steady revenue from these operations going forward.

##### d) Future Outlook and state of the company's affairs

The Company primarily engages in property investments for leasing purposes and provides manpower supply services. Moving forward, the industry is poised for continued expansion, as organizations increasingly prioritize workplace wellness, and intelligent, future-ready office environments.

**e) Risk and concerns**

The Company has a robust and well-structured framework that actively identifies and evaluates potential risks, ensuring that mitigation strategies are implemented and periodically reviewed for effectiveness. The Board regularly monitors and assesses key risks, emerging threats, and areas of concern to safeguard the organization's interests.

**f) Internal control systems and their adequacy.**

The company has an adequate internal control system.

**g) Discussion on financial performance with respect to operational performance**

A review for the financial performance is given under review of operations.

**h) Material developments in Human Resources / Industrial Relations front, including number of people employed. – Nil**

**i) Details of significant changes in key financial ratios (Change of 25% or more as compared to the immediately previous financial year)**

During the year, on a standalone basis the significant changes in the financial ratios of the Company, which are more than 25% as compared to the previous year are summarized below:

Financial ratio	Standalone		Variance	Reason for variance exceeding 25%
	2024-25	2023-24		
Return on Equity	2.11	0.28	655.20%	Due to reversal of deferred tax
Net capital turnover ratio	1.01	0.59	71.99%	Increase in Manpower Turnover and Redemption of Current Investment
Net profit ratio (%)	0.19	0.03	532.88%	Due to reversal of Deferred Tax
Return on capital employed	2.02	0.26	677.43%	Due to reversal of Deferred Tax
Return on Investment	1.95	0.25	678.61%	Due to reversal of Deferred Tax

**j) Any change in return of net worth as compared to the immediately preceding financial year.**

The details of return of net worth as compared to the immediately preceding financial year are provided as given below:

S. No.	Net worth FY 2024-25	Net worth FY 2023-24 (previous financial year)	Changes	Explanation
1	32,827.06	32,831.05	(3.99)	Due to Other Comprehensive Income.

**44. Acknowledgement**

Your directors express their grateful thanks for the assistance, co-operation and support extended to the Company by promoters, shareholders and the bankers for their continued support. The Directors also place on record their appreciation of the good work put in by the employees of the company.

**For and on behalf of the Board of Directors**

**Place: Chennai**

**Date: 04th August, 2025**

**E N Rangaswami**  
 Whole Time Director  
 DIN: 06463753

**B. Narendran**  
 Director  
 DIN: 01159394

**Disclosures pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year – 2024-25.	Mr. E N Rangaswami - WTD	5.54	
The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year – 2024-25.	Mr. E N Rangaswami	-WTD	2.67%
	Mr. V Padmanabha Sarma	-CFO	75%
	Mr. N Umasankar	-CFO	-
	Mr. Oberoi Jangit M	-CS	14.21%
The percentage increase in the median remuneration of employees in the financial Year – 2024-25.	9.46%		
The number of permanent employees on the rolls of Company as on 31.03.2025	3		
Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof	Average percentage increase in the salaries of employees in the last FY		11.33%
	Increase in the managerial remuneration		12.80%
Affirmation that the Remuneration is as per the Remuneration Policy	The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of Section 178 of the Companies Act, 2013.		

**INFORMATION PURSUANT TO RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014: DETAILS OF EMPLOYEES IN TERMS OF REMUNERATION RECEIVED DURING THE YEAR**

Details of top 10 employees in terms of remuneration received during the year.							
Name	Designation of the employee	Remuneration received (Rs. in Lakhs)	Qualification	Experience	Date of Joining	Age	Last Employment
E N Rangaswami	Whole-Time Director	61.60	B.Sc, ACA	46 Years	05-12-2012	69	Manali petrochemicals Ltd, General Manager (Finance)
V Padmanabha Sarma*	Chief Financial Officer	20.61	B.Com., ACA	47 Years	01-12-2012	75	MCC Finance Ltd, Senior Vice President
N Umasankar*	Chief Financial Officer	23.16	MBA	33 Years	22-06-2024	57	General Manager (Finance) in i3 Security Private Limited
Oberoi Jangit M	Company Secretary	8.92	M.Com, ACS	8 years	16-06-2023	33	Assistant Company Secretary in Orient Green Power Company Limited Group.

\* Mr. V Padmanabha Sarma resigned with effect from 21st June 2024 and Mr. N Umasankar was appointed w.e.f. 22nd June 2024.

**Note:**

- None of the above employees is related to any Director and none of the employees hold any shares in the Company except Mr. N Umasankar.
- The remuneration shown above includes contributions to provident and other funds.

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

S.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

**2. Details of material contracts or arrangements or transactions at Arm's length basis.**

S.No.	Particulars	Details		
a)	Name (s) of the related party & nature of relationship	Chitaranjan Developers LLP. Subsidiary.	India Radiators Limited. Subsidiary.	Walery Security Management Limited. Subsidiary.
b)	Nature of contracts /arrangements/ transaction	Loans & Advances	Advances	Advances
c)	Duration of the contracts/ arrangements/ transaction	One year	One year	One year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Loans & Advances for a Value of Rs. 5.63 lakhs.	Advances for a Value of Rs. 30.45 lakhs.	Advances for a Value of Rs. 0.88 lakhs.
e)	Date of approval by the Board	21st March 2024	21st March 2024	21st March 2024
f)	Amount paid as advances, if any	-	-	-

**For and on behalf of the Board of Directors**

**Place: Chennai**  
**Date: 04th August, 2025**

**E N Rangaswami**  
 Whole Time Director  
 DIN: 06463753

**B. Narendran**  
 Director  
 DIN: 01159394

**Annual Report of Corporate Social Responsibility Activities (CSR) & CSR Policy**  
**[Pursuant to Section 135 of the Companies Act, 2013]**

1. Brief outline on CSR Policy of the Company:

A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the same are given in the web-link.

The Company has adopted CSR policy as specified in the Companies Act, 2013.

2. Composition of CSR Committee

S. No.	Name of Director/Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year	Remarks
1	Sashikala Srikanth Chairperson Non-Executive - Independent Director	3	3	Ceased to be Chairperson of the Committee w.e.f. 24.03.2025.
2	Rita Chandrasekar Chairperson Non-Executive - Independent Director	N.A.	N.A.	Appointed as Chairperson of the CSR Committee w.e.f. 25.03.2025.
3	K. Gopalakrishnan Member Non-Executive - Non-Independent Director	3	3	-
4	E N Rangaswami Member Executive Director	3	3	-

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

<https://www.mercantileventures.co.in/wp-content/uploads/2019/07/3B1-CSR-Policy.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. - Not Applicable.

(Rs. In Lakhs)

(a) Average net profit of the company as per sub-section (5) of section 135	533.69
(b) Two percent of average net profit of the company as per sub-section (5) of section 135	NA
(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	Nil
(d) Amount required to be set-off for the financial year, if any.	Nil
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]	Nil

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - **Nil**  
(b) Amount spent in Administrative overheads - **Nil**  
(c) Amount spent on Impact Assessment – **Not Applicable**  
(d) Total amount spent for the Financial Year [(a)+(b)+(c)] – **Not Applicable**  
(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (Rs. in Lakhs)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per sub- section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub- section (5) of section 135.		
	Amount (Rs. in Lakhs)	Date of transfer	Name of the Fund	Amount	Date of transfer
Not Applicable					

(f) Excess amount for set-off, if any: Not applicable

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
S. NO.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	2021-22	10.96	1.76	9.20 (Spent in the FY 2022-23) 1.76 (Spent in the FY 2024-25)	Nil	Nil	Nil	-
2	2022-23	13.92	1.26	12.66 (Spent in the FY 2023-24) 1.26 (Spent in the FY 2024-25)	Nil	Nil	Nil	-
3	2023-24	13.90	13.90	3.09	Nil	Nil	10.81	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135 - NA

For and on behalf of the Board of Directors

Place: Chennai  
Date: 04th August, 2025

E N Rangaswami  
Whole Time Director  
DIN: 06463753

Rita Chandrasekar  
Director & Chairperson  
CSR Committee  
DIN: 03013549

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March, 2025**  
**[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**MERCANTILE VENTURES LIMITED**  
No: 88, Mount Road,  
Guindy, Chennai — 600032

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MERCANTILE VENTURES LIMITED** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed thereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes book, forms and returns filed and other records maintained by Company for the financial year ended **31/3/2025** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings. **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable**
  - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

The other laws as may be applicable specifically to the company:

- (a) Transfer of Property Act, 1882
- (b) Indian Contract Act, 1872

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All the decision were carried through unanimously, with no dissenting views and recorded as part of the minutes.
4. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
5. *One promoter Company, First Leasing Company of India Limited, holding 0.16% of shareholding could not dematerialize the shares since the company is under liquidation.*

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**FOR KRA & ASSOCIATES  
PRACTICING COMPANY SECRETARIES**

**R. KANNAN**

**FCS NO 6718 C.P NO: 3363**

**UDIN: F006718G000888161**

**Peer Review Certificate no. 5562/2024**

**Place: Chennai**

**Date: 29.07.2025**



## Annexure A

Our report of even date is to be read along with this letter

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate laws and other applicable laws, rules, regulations, standards are the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR KRA & ASSOCATES  
PRACTICING COMPANY SECRETARIES**

**R. KANNAN**

**FCS NO 6718 C.P NO: 3363**

**UDIN: F006718G000888161**

**Peer Review Certificate no. 5562/2024**

**Place: Chennai**

**Date: 29.07.2025**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March, 2025**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To**  
**The Members,**  
**i3 SECURITY PRIVATE LIMITED**  
**14, 5th Cross Street, R.V. Nagar Anna Nagar East**  
**Chennai TN 600102 IN**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **i3 SECURITY PRIVATE LIMITED** (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed thereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by i3 SECURITY PRIVATE LIMITED ("the Company") for the financial year ended on 31/03/2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Not Applicable**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **Not Applicable**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable**
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **Not Applicable**
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**
- vi) *None of the other laws are applicable specifically to the company during the audit period as company does not have any business.*

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;  
**Not Applicable**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that –

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All the decision were carried through unanimously, with no dissenting views and recorded as part of the minutes
4. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
5. We further report that,
  1. During the period, the Board of Directors of the Company at their meeting held on 10/06/2024, has approved the Scheme of Amalgamation of WALERY SECURITY MANAGEMENT LIMITED (Transferor Company) with and into the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

This report is to be read as along with Annexure A which forms an integral part of this report.

**FOR KRA & ASSOCIATES  
PRACTICING COMPANY SECRETARIES**

**R. KANNAN**

**FCS NO 6718 C.P NO: 3363**

**UDIN: F006718G000912194**

**Peer Review Certificate no. 5562/2024**

**Place: Chennai**

**Date: 31.07.2025**

## Annexure A

**Our report of even date is to be read along with this letter.**

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of the corporate laws and other applicable laws, rules, regulations, standards are the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR KRA & ASSOCIATES  
PRACTICING COMPANY SECRETARIES**

**Place: Chennai  
Date: 31/07/2025**

**R. KANNAN  
FCS NO 6718 C.P. No.: 3363  
UDIN: F006718G000912194  
Peer Review Certificate no: 5562/2024**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March 2025**

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To

**The Members,**

**WALERY SECURITY MANAGEMENT LIMITED,**

**No. 88, Mount Road, Guindy, Guindy Industrial Estate,**

**Chennai City Corporation, Tamil Nadu, India, 600032.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WALERY SECURITY MANAGEMENT LIMITED** (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed thereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **WALERY SECURITY MANAGEMENT LIMITED** ("the Company") for the financial year ended on **31/03/2025**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Not Applicable**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **Not Applicable**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable**
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **Not Applicable**
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

- vi) None of the other laws are applicable specifically to the company during the audit period as company does not have any business.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;  
**Not Applicable**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that –

- 1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- 2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 3. All the decision were carried through unanimously, with no dissenting views and recorded as part of the minutes
- 4. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 5. We further report that,
- 1. During the period, the Board of Directors of the Company at their meeting held on 10/06/2024, has approved the Scheme of Amalgamation with and into i3 SECURITY PRIVATE LIMITED (Transferee Company) the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

This report is to be read as along with Annexure A which forms an integral part of this report.

**FOR KRA & ASSOCIATES**  
**PRACTICING COMPANY SECRETARIES**

**Place: Chennai**  
**Date: 29/07/2025**

**R. KANNAN**  
**FCS NO 6718 C.P. No.: 3363**  
**UDIN: F006718G000912293**  
**Peer Review Certificate no: 5562/2024**

## Annexure-A

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of the corporate laws and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR KRA & ASSOCIATES**  
**PRACTICING COMPANY SECRETARIES**

**Place: Chennai**  
**Date: 29/07/2025**

**R. KANNAN**  
**FCS NO 6718 C.P. No.: 3363**  
**UDIN: F006718G000912293**  
**Peer Review Certificate no: 5562/2024**

## CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED MARCH 31, 2025

### 1. Philosophy on Code of Governance:

The Company strives to conduct business with sound corporate governance practices which reflect fairness, integrity, accountability and transparency in our dealings with stakeholders and regulatory authorities. Your company's principles of Corporate Governance are based on the philosophy of empowerment and responsibility. It feels the management must be empowered to drive the organization forward in the best interest of all the stakeholders. This meets with all statutory and regulatory compliance including those under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

### 2. BOARD OF DIRECTORS

#### a) Composition and Category of directors and attendance details

Board of Directors of the Company consist of six Directors. The Board comprises of one Executive Director, one Non-Executive & Non-Independent and four Non-Executive Independent Directors. The Non-Executive Directors bring independent judgment in the Board deliberations and decisions. The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions. All information as required under SEBI (LODR) Regulations, 2015 are being made available to the Board. During the year 2024-25, 5 (Five) Board Meetings were held on 23-05-2024, 14-08-2024, 07-11-2024, 12-02-2025 and 11-03-2025.

S.No.	Name of the Directors	DIN	Category	No. of Board Meetings held	No. of Board Meetings attended by the Directors	Whether attended last AGM held on 23rd September 2024
1.	Mr. AL Chandramouli <sup>1</sup>	02299091	Non-Executive Independent	5	5	Yes
2.	Mr. B Narendran	01159394	Non-Executive Independent	5	5	Yes
3.	Ms. Sashikala Srikanth <sup>1</sup>	01678374	Non-Executive Independent	5	5	Yes
4.	Mr. G D Sharma	08060285	Non-Executive Independent	5	5	Yes
5.	Mr. K Gopalakrishnan	00621061	Non- Executive Non-Independent	5	5	Yes
6.	Mr. E N Rangaswami	06463753	Whole-time Director, Executive Non-Independent	5	5	Yes
7.	Ms. Rita Chandrasekar <sup>2</sup>	03013549	Non-Executive Independent	5	N.A.	N.A.
8.	Mr. M S Niranjhan <sup>3</sup>	01650785	Non-Executive Independent	5	N.A.	N.A.

1. Ceased to be an Independent Director from the closing hours of 24th March 2025 consequent to completion of their second term.

2. Appointed as Independent Director w.e.f. 25.03.2025.

3. Appointed as Independent Director w.e.f. 25.03.2025 & subsequently resigned w.e.f 31.07.2025.



The composition of the Board and the number of other directorships held by each of the Directors is given in the table below:

Name of Director	Relationship with other Directors	Names of the other listed entities where the person is a director and the category of directorship	Other Directorships held as on March 31, 2025	No. of other Board / Committee positions held*	
				As Member	As Chairman
Mr. B Narendran	None	1. India Radiators Limited - Non-Executive - Independent Director	1	2	1
Mr. G D Sharma	None	1. Tamilnadu Petroproducts Limited - Non-Executive - Independent Director 2. Manali Petrochemicals Limited - Non-Executive - Independent Director 3. Sicagen India Limited – Non-Executive - Independent Director 4. Tuticorin Alkali Chemicals And Fertilizers Limited - Non-Executive - Independent Director	4	5	-
Mr. K Gopalakrishnan	None	-	-	-	-
Mr. EN Rangaswami	None	1. India Radiators Limited - Executive Director	1	2	-
Mr. M S Niranjhan	None	1. Manali Petrochemicals Limited - Non-Executive - Independent Director	1	1	-
Ms. Rita Chandrasekar	None	1. Tamilnadu Petroproducts Limited - Non-Executive - Independent Director 2. Tuticorin Alkali Chemicals And Fertilizers Limited - Non-Executive - Independent Director 3. Southern Petrochemical Industries Corporation Limited - Non-Executive - Independent Director 4. Sicagen India Limited - Non-Executive - Independent Director 5. India Radiators Limited - Non-Executive - Independent Director	5	8	2

\*(Only Membership in Audit Committees and Stakeholders' Relationship Committee).

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Listed Companies in which he/she is a Director.

The Independent Directors have confirmed that they satisfy the 'criteria of independence' as stipulated in the Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015.

**Notes:**

- a. Other directorships excludes Private Companies, Section 8 Companies, Foreign Companies, LLPs, Amalgamated Companies and alternate directorships.
- b. Only membership in Audit Committees and Stakeholder's Relationship Committee are reckoned for other board committee memberships.
- c. None of the Directors hold any shares in the Company nor have any inter se relationship.
- d. The details of familiarization programmes conducted for the Independent Directors are disclosed in the website of the Company at <http://mercantileventures.co.in>.

**e) Skills / Expertise / Competencies of the Board of Directors**

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board members.

Major Classification	Sub Classification	Remarks	Directors having the skills
Industry	Specific Skills	Knowledge about the leasing and man power business/industry and the issues specific to the Company.	Mr E N Rangaswami Mr B Narendran
	Professional	Professional skills and knowledge about the Company, its market, process, operations, etc.	Mr E N Rangaswami Mr K Gopalakrishnan
Strategy & Policy	Strategy	Ability to identify and critically assess strategic opportunities and threats to the business. Guiding development of strategies to achieve the overall goals	Mr B Narendran Ms. Rita Chandrasekar
	Policies	Guidance for development of policies and other parameters within which the Company should operate for better control and management	Mr E N Rangaswami Ms. Rita Chandrasekar
	Crisis Management	Ability to guide crisis management and provide leadership in hours of need.	Mr E N Rangaswami Mr. G D Sharma
Risk & Compliance	Operational	Identification of risks related to each area of operation	Mr E N Rangaswami Mr K Gopalakrishnan
	Regulatory	Monitor the risks and compliances and knowledge of regulatory requirements	Mr G D Sharma Mr E N Rangaswami
	Financial	Experience in accounting and finance, ability to analyze the financial statements presented, assess the viability of various financial proposals, oversee funding arrangements and budgets.	Mr. B Narendran Mr E N Rangaswami

Management & Leadership	Executive Management	Handling senior management and monitoring its performance, strategic human resources planning. Experience in industrial relations and organizational change management programmes.	Mr EN Rangaswami Mr GD Sharma
	Leadership	Make decisions and take necessary actions for implementation thereof in the best interest of the organization. Analyze issues and contribute at board level to solutions	Mr E N Rangaswami Mr B Narendran
Board Conduct	Contribution	Participate actively in the matters discussed and contribute effectively at the meetings. Help in arriving at unanimous decisions in the event of difference of opinions.	All the Directors
Personnel	Qualification & Experience	Having formal education, well qualified to possess the skills and competencies outlined above and previous experience as Member of Board or senior management positions in corporates	All the Directors

### Confirmation of Independent Director

The Independent Directors have been appointed in terms of requirement of Companies Act, SEBI (LODR) Regulations, 2015 and the Company has received necessary declarations from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations. The Board confirms that, in its opinion, the Independent Directors fulfil the conditions as specified in the Regulation 16 of the Listing Regulations in the opinion of the Board, they fulfil the conditions specified therein and are independent of the Management.

Mr. M.S. Niranjhan has resigned from the position as an independent director of the company effect from the close of business hours on 31st July 2025 and he has confirmed that there are no material reasons for his resignation other than those provided in his resignation letter.

### Committees of the Board

#### 3. Audit Committee

Audit Committee is constituted in accordance with Section 177 of the Companies Act, 2013, the rules made thereon and Regulation 18 of the SEBI (LODR) Regulations, 2015.

The role of the Audit Committee includes the following:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  - (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the board to take up steps in this matter;
  - (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - (8) approval or any subsequent modification of transactions of the listed entity with related parties;
  - (9) scrutiny of inter-corporate loans and investments;
  - (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
  - (11) evaluation of internal financial controls and risk management systems;
  - (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - (14) discussion with internal auditors of any significant findings and follow up there on;
  - (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - (18) to review the functioning of the whistle blower mechanism;
  - (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  - (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
  - (21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
  - (22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

(23) The audit committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

During the year under review the Committee met 5 (Five) times during the year ended, on 23-05-2024, 14-08-2024, 07-11-2024, 12-02-2025 and 11-03-2025.

#### Composition, meetings and Attendance of Audit Committee

S.No.	Names of directors	Category	No.of meetings held	No.of meetings attended	Remarks
1	Mr. B Narendran	Chairperson (w.e.f. 25.03.2025) Non-Executive - Independent Director	5	5	Mr. B Narendran has been recategorized as Chairperson of the Audit Committee w.e.f. 25.03.2025.
2	Ms. Rita Chandrasekar	Member Non-Executive - Independent Director	5	NA	Appointed as member w.e.f. 25.03.2025.
3	Mr. G.D. Sharma	Member Non-Executive - Independent Director	5	NA	Appointed as member w.e.f. 04.08.2025
4	Mr. M S Niranjhan	Member Non-Executive - Independent Director	5	NA	Appointed as member w.e.f. 25.03.2025 & ceased to be the member w.e.f. 01.08.2025 consequent to his resignation
5	Mr.A.L Chandramouli	Chairperson Non-Executive - Independent Director	5	5	Ceased to be a member w.e.f 24th March 2025 consequent to completion of second term of 5 years.
6	Ms.Sashikala Srikanth	Member Non-Executive - Independent Director	5	5	Ceased to be a member w.e.f 24th March 2025 consequent to completion of second term of 5 years.

The Company Secretary acts as the Secretary for the Audit Committee. The statutory auditors, internal auditor, Whole-time director and Chief Financial Officer of the company attended the Meetings by invitation. All the recommendations of the Audit Committee during the year, were considered, accepted and approved by the Board.

#### 4. Nomination and Remuneration Committee

##### (i) Composition, terms of reference and meeting

The Nomination and Remuneration Committee was constituted to formulate and recommend to the Board, from time to time the compensation structure for directors of the Board and key managerial personnel of the Company.

The terms of reference includes the following,

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- (3) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (4) devising a policy on diversity of board of directors;
- (5) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (6) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (7) recommend to the board, all remuneration, in whatever form, payable to senior management. viz., to identify persons who are qualified to become directors and who may be appointed in senior management, recommend to the Board appointment and removal of the directors, evaluate the performance of the directors, formulate criteria for determining qualifications, positive attributes and independence of a director, recommend to the Board a policy relating to the remuneration to the directors, key managerial personnel and other employees, devise policy on Board diversity and such other matter as may be prescribed under the Act, the Rules made thereunder and the Listing Regulations.

During the year under review the Committee met 3 (Three) times during the year ended, on 23-05-2024, 14-08-2024 and 12-02-2025.

Sl.No.	Names of the Committee members	Category	No. of meetings held	No. of meetings attended	Remarks
1	Mr. B Narendran	Chairperson Non-Executive - Independent Director	3	3	Ceased to be a chairperson w.e.f 25.03.2025
2	Mr. G D Sharma	Chairperson Non-Executive - Independent Director	3	3	Recategorized as Chairperson of the Committee w.e.f. 25.03.2025.
3	Ms. Rita Chandrasekar	Member Non-Executive - Independent Director	3	NA	Appointed as member w.e.f. 25.03.2025.

4	Ms. Sashikala Srikanth	Member Non-Executive - Independent Director	3	3	Consequent to the completion of second tenure, ceased to be member of the Committee w.e.f. 24.03.2025.
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**(ii) Performance evaluation Criteria for Independent Directors.**

The criteria for evaluation of the performance of Independent Directors, include their qualification, experience, competency, knowledge, understanding of respective roles (as Independent Director and as a member of the Committee of which they are Members/ Chairpersons), adherence to Codes and ethics, conduct, attendance and participation in the meetings, etc.

**Remuneration of Directors**

**Remuneration policy and criteria for making payments to Non-Executive Directors**

The Remuneration Policy of the Company as approved by the Board inter alia, contains the criteria for appointment of Independent Directors, Executive Directors, Key Managerial Personnel and other employees, manner of appointment, remuneration policy for Executive and Non-Executive Directors, Guiding principles for fixing remuneration to employees who are not Directors, etc.

The following is the Remuneration Policy for Directors.

**a. For Executive Directors**

The remuneration of the Whole-time Director may comprise of a fixed component and a performance linked pay, as may be fixed by the Nomination and Remuneration Committee (NRC) and subsequently approved by the Board of Directors and Members. Performance Linked Pay shall be payable based on the performance of the individual and the Company during the year. Remuneration trend in the industry and in the region, academic background, qualifications, experience and contribution of the individual are to be considered in fixing the remuneration. The Executive Director(s) are not eligible to receive sitting fees for attending the meetings of the Board and Committees.

**Disclosure with respect to payment of remuneration to Whole-time Director**

During the financial year 2024-25, Mr. E N Rangaswami Whole-time Director (WTD) of the company was paid Rs. 61.60 Lakhs as remuneration (inclusive of all allowances).

**b. For Non-Executive Directors**

The Non-Executive Directors are paid sitting fees for attending the Board and Committee Meetings as per the stipulations in the Act, the Articles of Association of the Company and as recommended by the NRC. The fees payable to the Independent Directors and Woman Directors are not lower than the fee payable to other categories of Directors.

In addition to this, the travel and other expenses incurred for attending the meetings are met by the Company. Subject to the provisions of the Act and the Articles of Association, the Company in General Meeting may by special resolution sanction and pay to the Directors remuneration not exceeding 1% of the net profits of the Company computed in accordance with the relevant provisions of the Act. The Company have no other pecuniary relationship or transactions with any Non-Executive Directors.

**Particulars of Sitting fees:**

The non-executive directors are being remunerated by way of sitting fees. The sitting fees was increased from Rs.25,000/- to Rs.1,00,000/- for each director per meeting w.e.f 12th February 2025. The sitting fees paid to non-executive directors for attending the Board/Committee meetings for the year ended 31st March, 2025 are as follows:

S. No.	Name of the Director	Sitting fees paid for Board and Committee Meetings held during the Financial year (in Rs.)
1.	Mr. A L Chandramouli	2,75,000
2.	Mr. B Narendran	2,75,000
3.	Ms. Sashikala Srikanth	2,75,000
4.	Mr. G D Sharma	2,75,000
5.	Mr. K Gopalakrishnan	2,75,000
	<b>Total</b>	<b>13,75,000</b>

None of the non-executive directors had any pecuniary relationship with the Company other than receipt of sitting fees. The Company does not have a scheme for grant of stock options to its directors or employees.

#### 5. Stakeholders Relationship Committee:

During the financial year, 2 (Two) **Stakeholders Relationship Committee Meetings** were held on 14-08-2024 and 12-02-2025 during the year ended 31st March 2025. The composition and attendance of the committee meetings are as follows:

Sl.No.	Names of directors	Category	No. of meetings attended	Remarks
1	Mr. A L Chandramouli	Chairperson Non-Executive - Independent Director	2	Ceased to be a Chairperson w.e.f. 24.03.2025.
2	Mr. K Gopalakrishnan	Chairperson Non-Executive - Non-Independent Director	NA	Appointed as Chairperson w.e.f. 25.03.2025.
3	Ms. Sashikala Srikanth	Member Non-Executive - Independent Director	2	Ceased to be a member w.e.f. 24.03.2025.
4	B Narendran	Member Non-Executive - Independent Director	NA	Appointed as member w.e.f. 25.03.2025.
5	Mr. E N Rangaswami	Member Executive Director	2	-

**5A.** Risk Management Committee is not applicable for the company pursuant to the Regulation 21(5) of SEBI LODR regulations 2015.

#### **5B.** Senior Management

Senior management of the Company includes Mr. N Umasankar, Chief Financial Officer and Mr. Oberoi Jangit M, Company Secretary.

#### **Changes in Senior Management:**

Mr. V Padmanabha Sarma, resigned from the post of Chief Financial Officer of the Company with effect from 21st June 2024 and Mr. N Umasankar was appointed as Chief Financial Officer of the Company with effect from 22th June 2024 as per Section 203 of the Companies Act, 2013.



#### Details of the Compliance Officer:

Mr. M Oberoi Jangit, Company Secretary is designated as the “Compliance Officer” who oversees the redressal of the investors’ grievances.

#### Shareholders Complaints during the financial year

Number of complaints received during the year	Number of complaints solved during the year	Number of complaints not solved to the satisfaction of the shareholders	Number of complaints pending at the end of the year
5	5	Nil	Nil

## 6. General Meetings

a) Location, date and time of Annual General Meetings held during the last three years:

Year	Location	Day and Date	Time
21st AGM 2021-22	through VC/OAVM	Thursday, 22nd September 2022	03.00 P.M.
22nd AGM 2022-23	through VC/OAVM	Thursday, 28th September 2023	11.30 A.M.
23rd AGM 2023-24	through VC/OAVM	Monday, 23rd September 2024	11:00 A.M.

b) Special resolutions

The following special resolutions were passed in the previous three Annual General Meetings.

Date of AGM	Subject
22 September, 2022	a. To Approve the increase in limits to give loans, provide guarantees, to make investment and to acquire securities under section 186 of the companies act 2013.
28 September, 2023	No Special Resolution was passed
23 September, 2024	a. To consider the re-appointment of Mr. E N Rangaswami (DIN: 06463753) as Whole time Director of the Company for a further period of two years

c) Special Resolution passed last year through postal ballot

The Company passed the following special resolutions for the following items,

1. Appointment of Ms. Rita Chandrasekar (DIN: 03013549) as an Independent Director of the Company
2. Appointment of Mr. Niranjhan Madras Srinivasan (DIN: 01650785) as an Independent Director of the Company
3. Re-appointment of Mr. Govindarajan Dattatreya Sharma (DIN: 08060285) as an Independent Director of the Company.

The Resolutions were deemed to have been passed on 22nd March 2025 being the date of conclusion of the postal ballot voting period.

## 7. Means of Communication:

The quarterly, half-yearly and yearly financial results of the company are forwarded to the BSE Limited upon approval by the Board of Directors and are published in “Financial Express” (English) and “Makkal Kural” (Tamil). The results are also displayed in the website of the Company viz. [www.mercantileventures.co.in](http://www.mercantileventures.co.in).

#### Functional website of the company as per Regulation 46 of SEBI (LODR) Regulations, 2015.

Pursuant to the requirement of Regulation 46 of the SEBI (LODR) Regulations, 2015, the Company maintains a functional website and the website address is [www.mercantileventures.co.in](http://www.mercantileventures.co.in). Comprehensive information about the Company, its business and operations and investor information can be viewed at the Company’s website. The ‘Investor Relations’ section serves to inform the investors by providing key and timely information like financial results, annual reports, shareholding pattern etc.

## 8. General Shareholder Information

1.	<b>Annual General Meeting:</b>	
	Day & Date	<b>Thursday, 25th September, 2025</b>
	Time	03.00 P.M.
	Venue	Meeting is being conducted through VC/OAVM pursuant to Ministry of Corporate Affairs (MCA) vide its General Circular no. 09/2024 dated September 19, 2024 read with circulars no. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020, and May 5, 2020 respectively, and SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October 3, 2024 and October 7, 2023 respectively read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.
2	Financial year	The financial year of the company commences on 1st April and ends on 31st March.
3	Dividend payment date	The Company has not recommended / declared any dividend during the year.
4	Listing of equity shares on stock exchanges.	BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Listing fees upto 2025-26 have been paid to the BSE Limited.
5	Suspension of trading in securities	There was no suspension of trading in securities of the Company during the year under review.
6	Registrar and Transfer Agents	Cameo Corporate Services Limited Subramanian Building, 1, Club House Road, Off. Anna Salai, Chennai – 600 002
7	Share transfer system	Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 24, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.  Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the web link at <a href="https://www.mercantileventures.co.in/index.php/investor-services-for-physical-shares/">https://www.mercantileventures.co.in/index.php/investor-services-for-physical-shares/</a> or you may request from RTA (as mentioned in Point 13 of this table) for obtaining the same. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
8	Distribution of shareholding	Table given below
9	Dematerialization of shares and liquidity	91.86% equivalent to 10,28,08,933 equity shares of the total equity capital is held in dematerialized form.

10	Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity;	As on March 31, 2025, the Company does not have any outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments, including stock options.
11	Plant Locations	The Company does not have any plants.
12	Convertible instrument	Company has not issued any convertible instrument.
13	Address for correspondence.	<p>Investors may contact the Registrar and Transfer Agent for matters relating to shares, annual reports and related issues at the following address viz.</p> <p><b>Cameo Corporate Services Limited</b> Subramanian Building, 1, Club House Road Off. Anna Salai, Chennai – 600 002 Telephone No.044 – 28460390 Fax No. 28460129, Email: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a></p> <p>For other general matters or in case of any difficulties / grievance's investors may contact.</p> <p><b>Oberoi Jangit M</b> Company Secretary and Compliance Officer Mercantile Ventures Limited 88, Mount Road, Guindy, Chennai – 600 032. Telephone No. 044 – 40432209 Email: <a href="mailto:cs@mercantileventures.co.in">cs@mercantileventures.co.in</a>.</p>
14	Credit ratings obtained, if any	Company has not obtained any credit ratings.

#### DISTRIBUTION OF HOLDINGS

S. No.	Category (Amount Rs.)	No of holders	% of total holders	Total No. of shares	% of Total Shares
1	Between 10 - 5000	47738	93.94	6591229	5.89
2	Between 5001 - 10000	2176	4.28	1665047	1.49
3	Between 10001 - 20000	599	1.18	851549	0.76
4	Between 20001 - 30000	127	0.25	319993	0.29
5	Between 30001 - 40000	45	0.09	168826	0.15
6	Between 40001 - 50000	48	0.09	228584	0.20
7	Between 50001 -100000	44	0.09	316688	0.28
8	> 100000	42	0.08	101776279	90.94
	<b>Total</b>	<b>50819</b>	<b>100.00</b>	<b>111918195</b>	<b>100.00</b>

Shareholding pattern as of 31 March, 2025

Particulars	Equity shares held	% to paid-up capital
<b>Promoters and Promoter group</b>	8,14,24,237	72.75
<b>Public</b>		
Bodies Corporate	1,98,01,491	17.69
Financial Institutions/ Banks	100	0.00
Others	1,06,92,367	9.56
<b>Grand total</b>	<b>11,19,18,195</b>	<b>100.00</b>

## 9. Other disclosure.

- a) There were no materially significant related party transactions that had potential conflict with the interests of the Company at large. Transactions in the ordinary course of business with the related parties are disclosed in the Notes to Financial Statements.
- b) There have been no instances of non-compliance by the Company on any matters related to the capital markets nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters.
- c) As stipulated under the Act and the Regulations a Whistle Blower Policy has been framed, the text of which has been uploaded in the website of the Company. No personnel has been denied access to the Audit Committee.
- d) All the mandatory requirements of Corporate Governance under the Regulations have been complied with.
- e) The policy for determining material subsidiaries has been placed on the website of the Company [www.mercantileventures.co.in](http://www.mercantileventures.co.in).
- f) The policy on dealing with related party transactions has been placed in the website of the Company [www.mercantileventures.co.in](http://www.mercantileventures.co.in).
- g) The Company has no commodity hedging activities. During the year, there was no foreign exchange outflow.
- h) The Company has not raised any funds through preferential allotment or qualified institutional placement of shares and securities.
- i) Certificate on Corporate Governance  
All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors of Companies. M/s KRA & Associates, Practicing Company Secretaries, have submitted a certificate to this effect. A compliance certificate from M/s KRA & Associates, Practicing Company Secretaries pursuant to the requirements of Schedule V to the Listing Regulations regarding compliance of conditions of Corporate Governance is attached.
- j) The Board of Directors has accepted all the recommendations made by the committees.
- k) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is given below.

(Rs. in lakhs)

Financial Year 2024-25					
Companies	Mercantile Ventures Limited	India Radiators Limited	Chitaranjan Developers LLP	i3 Security Private Limited	Walery Security Management Limited
Payment to statutory auditors	Venkatesh & Co.,	DPV & Associates.,	Venkatesh & Co.,	Venkatesh & Co.,	RGN Price & Co.,
Audit Fees	4.50	0.50	0.25	3.50	4.50
Tax Audit Fees*	1.00	-	-	-	-
Other Services	-	-	-	0.45	1.30
Reimbursement of expenses	-	-	-	-	-
Total	5.50	0.50	0.25	3.90	5.80

\*Paid to tax auditors CNGSN & Associates

- l) Disclosure in relation to the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
Nil	Nil	Nil

- m) There were no loans and advances given by the company or its subsidiaries to firms / companies in which directors are interested.
- n) Details of Material Subsidiaries:

Details of Material Subsidiaries					
S. No.	Name of the Material Subsidiaries	Date of Incorporation	Place of Incorporation	Name of the Statutory Auditor	Date of Appointment of the Statutory Auditor
1	i3 Security Private Limited	02/11/2011	Chennai	M/s. Venkatesh & Co	01st September 2022
2	Walery Security Management Limited	05/06/1995	Chennai	M/s. RGN price & co.	01st April 2024

10. All the requirements of corporate governance report specified in Sub-para (2) to (10) of Para C of Schedule V to the Regulations have been complied with.
11. The details of adoption of discretionary requirements as stipulated in Part E of Schedule II are as follows:
- The Audit report on the consolidated Financial Statements contains the below Qualified opinion,

**Basis for Qualified Opinion:**

We draw your attention to the following qualification to the audit opinion of the financial statements of M/s Walery Security Management Limited, Subsidiary of the Holding company (M/s Mercantile Ventures Limited) issued by an Independent firm of Chartered Accountants (R.G.N Price & Co) vide report dated 19-05-2025 reproduced by us as under:

During the year, The Company holds, 10%/9% 2.20 crores nos. redeemable cumulative preference shares of nominal value Rs. 10 per share aggregating to Rs. 22 crores of a company, purchased at par, in respect of which dividends remain unpaid since FY 2019-20.

In the absence of valuation reports in support of the fair-market value of these investments, we were unable to assess either the arm's length nature of this acquisition or the carrying value of these investments in terms of the principles outlined in Ind AS 109 Financial Instruments and Ind AS 113 - Fair Value Measurement and its consequential impact on the results of the Company for the year ended March 31, 2025.

Further, during the previous year, the issuer company had raised a request for roll over for a further five-year term and the same has been agreed upon by the Company.

**Explanations in response to Statutory Auditor Qualifications:**

The investment by Walery Security Management Ltd relates to Redeemable Cumulative Preference Shares. The valuation of preference shares is not required under current regulations and the preference shares have been transferred at par and on arm's length basis considering the short maturity periods. In our opinion, the carrying value of the investments is appropriate and is in compliance with IND AS 109 on financial instruments and IND AS 113 on fair value measurement."

- The Company has appointed a practicing chartered accountant as internal Auditor who carries out the audit and reports directly to the Audit Committee.

- 12 The Company has complied with the Corporate Governance requirements specified in Regulations 17 to 27 and Regulation 46 (2) (b) to (i) of the Regulations.
- 13 Declaration signed by Whole-time Director stating that the members of Board of directors and the Senior Management Personnel have affirmed compliance with the Codes of Conduct, as applicable to them, for the year ended March 31, 2025 is annexed at the end of this report.
14. A Certificate from PCS certifying that none of the directors on the Board of the Company as on 31.03.2025 have been debarred or disqualified from being appointed or continuing as director of Companies by the Board/MCA or any such statutory authority is annexed at the end of this report.
- 15 Insider Trading  

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has prescribed a code of conduct for prevention of insider trading and code of corporate disclosure practices. The code of fair disclosure practice and procedures for unpublished price sensitive information is available at <http://www.mercantileventures.co.in/>
16. The details of agreements under regulations 30A of SEBI LODR regulations 2015 is available in the companies website <http://www.mercantileventures.co.in/>

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

( Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To:

The Members of

**MERCANTILE VENTURES LIMITED**

**88, Mount Road Guindy,**

**Chennai - 600032**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MERCANTILE VENTURES LIMITED** having CIN: L65191TN1985PLC037309 and having registered office at No.88, Mount Road, Guindy, Chennai-600032 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sl.No.	Name of Director	DIN	Date of Appointment	Date of Resignation
1	Mr. A L Chandramouli	02299091	15/11/2012	Tenure completed on 24.03.2025
2	Mr. B Narendran	01159394	03/02/2017	
3	Mr. K Gopalakrishnan	00621061	12/06/2020	
4	Mrs. Sashikala Srikanth	01678374	25/03/2015	Tenure completed on 24.03.2025
5	Mr. G D Sharma	08060285	12/06/2020	
6	Mr. E N Rangaswami	06463753	05/12/2012	
7	Rita Chandrasekar	03013549	25/03/2025	
8	Mr. Niranjana Madras Srinivasan	01650785	25/03/2025	31.07.2025

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR KRA & ASSOCIATES**

**R. Kannan**

**Sr. Partner**

**FCS 6718 / CP No. 3363**

**Peer Review No.5562/2024**

**UDIN: F006718G000908993**

**Place: Chennai**

**Date:01/08/2025**

## CORPORATE GOVERNANCE CERTIFICATE

To:  
**The Members of  
Mercantile Ventures Limited**

We have examined the compliances of conditions of Corporate Governance by **MERCANTILE VENTURES LIMITED**, for the year ended on 31st March 2025, as prescribed in Regulations 17 to 27, clause (b) to (i) regulation 46 and paras C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

**FOR KRA & ASSOCIATES**  
**Practising Company Secretaries**

**R. Kannan**

**Sr. Partner**

**FCS 6718 / CP No. 3363**

**Peer Review No.: 5562/2024**

**UDIN: F006718G000891591**

**Place: Chennai**  
**Date: 30.07.2025**

### **Declaration by the Whole-time Director regarding compliance with Code of Conduct**

(As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In accordance with Regulation 34(3) read with Clause D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I affirm that the members of Board of directors and the Senior Management Personnel have affirmed compliance with the Codes of Conduct, as applicable to them, for the year ended March 31, 2025.

**For Mercantile Ventures Limited**  
**E N Rangaswami**  
Wholetime Director  
DIN: 06463753

**Place: Chennai**  
**Date: 04.08.2025**



## Whole-time Director (WTD) & Chief Financial Officer (CFO) Certification

To  
The Board of Directors,  
**Mercantile Ventures Limited**

We, the undersigned, in our respective capacities as Whole-time Director (WTD) and Chief Financial Officer of the **MERCANTILE VENTURES LIMITED** ("the Company"), to the best of our knowledge and belief certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2025 and that to the best of their knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date: 28.05.2025  
Place: Chennai

**E N Rangaswami**  
Wholetime Director

**N Umasankar**  
Chief Financial Officer

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF MERCANTILE VENTURES LIMITED

#### Report on the Audit of the Standalone Financial Statements

##### Opinion

We have audited the accompanying Standalone financial statements of Mercantile Ventures Limited ("the Company"), which comprised the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

##### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Therefore we have nothing to report in this regard.

##### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of

the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone financial statements.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with in this Report is agreeing with the relevant books of account.
- d) In our opinion, the aforesaid Standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting except for the matters mentioned in the annexure.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements vide Note 31.
  - ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v) The Company has not declared or paid any dividend during the year Hence we have no comments on the compliance with section 123 of the Companies Act, 2013.
- vi) With respect to the other matters to be included in the Auditor's Report in accordance with **Rule 11(g)** of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

The Company has used an accounting software (**Tally Prime Edit Log 6.0**) for maintaining its books of accounts for the financial year ended March 31,2025 which has a feature of recording **Audit Trail**.

The Audit Trail feature is **Configurable** and was **enabled** and operated throughout the year.

All the transactions recorded in the software are covered in the Audit Trail feature. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Venkatesh & Co**  
**Chartered Accountants**  
**FR. No 004636S**

**Sd/-**  
**CA Hrishikesh.D**  
**Partner**  
**M. No 272865**  
**Date: 28th May 2025**

**Place: Chennai**  
**UDIN: 25272865BMLLAI8517**

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Mercantile Ventures Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of MERCANTILE VENTURES LIMITED (“the Company”) as of March 31, 2025 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Venkatesh & Co**  
**Chartered Accountants**  
**FR. No 004636S**

**Sd/-**  
**CA Hrishikesh.D**  
**Partner**  
**M. No 272865**  
**Date: 28th May 2025**

**Place: Chennai**  
**UDIN: 25272865BMLLA18517**

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Mercantile Ventures Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

- (a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.  
B) There were no intangible Assets and hence reporting under this clause is not applicable.
- (b) The Company has physically verified the Plant & Equipment by the management once in the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- (d) The Company has revalued its Land and Building during the year based on a valuation obtained from a Registered Valuer. As a result of this revaluation, the Net carrying value of Land has increased by **Rs. 479 Lakhs** and this increase constitutes **8.5%** over the Existing carrying value of the Land.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company is in the business of providing services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

(b) The Company has not availed any working capital limits at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. During the year Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

(a) The Company has provided any loans or advances in the nature of loans or stood guarantees, or provided security to any other entity during the year,

Particulars	Guarantees (Amount in Lakhs)	Loans (Amount in Lakhs)	% of Total Loans granted towards (Total loans granted)
Aggregate amount granted during the year:			
Subsidiaries	Nil	Rs. 36.08	1.23%
Others	Rs. 40,000.00	Nil	Nil
Balance outstanding as on 31/03/2025:			
Subsidiaries	Nil	Rs. 112.88	4% (inclusive of 1.23% stated above)
Others	Nil	2,820.13	96%

(b) The company has not made investments (or) granted loan during the year, where the terms and conditions are prejudicial to the company's interest.



- (c) In respect of loans and advances in the nature of loans, wherever the schedule of repayment of principal and payment of interest is stipulated by the company, the repayments are regular except for **Rs 3,032.77 Lakhs** where the repayment for interest and principal is not as stipulated by the company. The company has provided **Rs. 337.16 Lakhs** as **Expected Credit Loss** in respect of such loans.
- (d) No Amount is overdue more than 90 days, hence the provisions of the clause 3 (iii)(d) of the Order are not applicable to the Company.
- (e) The company has renewed the Inter Corporate Deposit which has fallen due during the year. The renewed amount during the reporting period is Rs. 2300 Lakhs which amounts to **77.16%** of the total loans or advances given by the company.
- (f) The Company has granted loans or advances in the nature of loans repayable on demand or without specifying any terms or period of repayment during the year for **Rs 36.08 Lakhs** to its subsidiaries which amounts to **1.23%** of the total loans or advances given by the company.
- iv. In our opinion and according to the information explanations given to us , the company has complied with the provisions of Section 186 of the act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year or amounts which are deemed to be deposits and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - a) The Company has generally been regular in depositing undisputed statutory dues, including Income Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities except a sum of **Rs 61,103/-** appearing as **TDS default** in the Traces Portal relating to the period when the company was under the control of the Official Liquidator, Madras High Court".
  - b) According to the records of the Company and according to the information and explanations given to us , there are no dues of Income tax and Goods and service Tax except as mentioned below:

Name of the statute	Nature of dues	Amount (in Lakhs)	Assessment Year	Forum where dispute is pending
Income Tax Act 1961	Income Tax	6.20	2014-15	AO
Income Tax Act 1961	Income Tax	39.10	2015-16	CIT(A)
Income Tax Act 1961	Income Tax	25.91	2016-17	CIT(A)
Income Tax Act 1961	Income Tax	18.96	2017-18	ITAT
Income Tax Act 1961	Income Tax	83.84	2018-19	CIT(A)

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have, prima facie, been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made private placement of Preference shares
- xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) The Company has not received any whistle blower complaints during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and

Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) There are **no unspent amounts** towards Corporate Social Responsibility (CSR) on **Other than ongoing projects** required to be transferred to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of **30 days** from the end of the said financial year in compliance with the provision of section 135(6) of the Act. Accordingly reporting under CARO 2020 has been provided us under :

Financial Year	Amount required to be Spent by the Company during the year(Rs in Lakhs)	Amount of Expenditure incurred (Rs in Lakhs)	Shortfall at the end of the year (Rs in Lakhs)	Reason for shortfall	Nature of CSR Activities	Details of Related party transactions
2023-24	13.90	3.04	10.87	The entire amount of Rs. 13.90 lakhs transferred to CSR Unspent account with a scheduled bank	Construction of new toilets for students of Government Higher Secondary School in Chennai.	Nil

**For Venkatesh & Co**  
**Chartered Accountants**  
**FR. No 004636S**

**Sd/-**  
**CA Hrishikesh.D**  
**Partner**  
**M. No 272865**  
**Date: 28th May 2025**  
**Place: Chennai**  
**UDIN: 25272865BMLLAI8517**

**Standalone Balance Sheet as at 31 March 2025**

(Rs. in Lakhs)

	Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
<b>ASSETS</b>				
<b>A) Non-Current Assets</b>				
a) Property, Plant and Equipment and Intangible assets				
--- (i) Property, Plant and Equipment				
		2	7,324.09	6,891.00
--- (ii) Capital work-in progress				
			-	-
--- (iii) Intangible Assets				
			-	-
b) Financial Assets				
--- (i) Investments				
		3	23,414.30	23,024.81
<b>Total Non Current Assets</b>			<b>30,738.39</b>	<b>29,915.81</b>
<b>B) Current Assets</b>				
a) Financial Assets				
--- (i) Investments				
		4	4.10	205.49
--- (ii) Trade Receivables				
		5	768.73	656.94
--- (iii) Cash and cash equivalents				
		6	77.20	203.05
--- (iv) Bank balance other than iii) above				
		7	100.74	103.58
--- (v) Loans				
		8	2,372.90	2,691.93
--- (vi) Other financial assets				
		9	566.82	1,376.19
b) Current Tax Assets (Net)				
		10	1,008.05	899.30
c) Other current assets				
		11	24.28	14.71
<b>Total Current Assets</b>			<b>4,922.82</b>	<b>6,151.19</b>
<b>Total Assets</b>			<b>35,661.21</b>	<b>36,067.00</b>
<b>EQUITY &amp; LIABILITIES</b>				
<b>Equity</b>				
a) Equity Share Capital				
		12	11,191.82	11,191.82
b) Other Equity				
		13	21,635.24	21,639.23
<b>Total Equity</b>			<b>32,827.06</b>	<b>32,831.05</b>
<b>Liabilities</b>				
<b>(a) Non-Current Liabilities</b>				
(a) Financial Liabilities				
--- (i) Other financial liabilities				
		14	292.80	269.03
(b) Deferred Tax Liabilities (Net)				
		15	1,221.52	1,833.04
<b>Total Non Current Liabilities</b>			<b>1,514.32</b>	<b>2,102.07</b>
<b>(b) Current Liabilities</b>				
a) Financial Liabilities				
--- (i) Trade Payables				
		16	28.71	48.11
--- (ii) Other financial liabilities				
		17	10.06	34.04
b) Other current liabilities				
		18	223.86	171.34
c) Provisions				
		19	1,057.20	880.39
<b>Total Current Liabilities</b>			<b>1,319.83</b>	<b>1,133.88</b>
<b>Total Equity &amp; Liabilities</b>			<b>35,661.21</b>	<b>36,067.00</b>

The accompanying notes are an integral part of the standalone financial statements

As per our Report of even date.

**For Venkatesh and Co.**

Chartered Accountants

F.R.No. 04636S

Sd/-

**CA Hrishikesh.D**

**Partner**

Membership No. 272865

UDIN: 25272865BMLLA18517

Place: Chennai

Date: 28 May 2025

**for and on behalf of the board**

Sd/-

**E N Rangaswami**

Whole-time Director

DIN: 06463753

Sd/-

**N Umasankar**

Chief Financial Officer

Sd/-

**B Narendran**

Director

DIN:01159394

Sd/-

**Obero Jangit M**

Company Secretary

## Standalone Statement of Profit and Loss for the Year Ended 31st March 2025

(Rs. in Lakhs)

	Particulars	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
I	Revenue from Operations	20	<b>3,656.07</b>	2,983.03
II	Other Income	21	<b>232.19</b>	350.09
III	<b>Total Income (I+II)</b>		<b>3,888.26</b>	3,333.12
IV	<b>Expenses</b>			
	Cost of Services	22	<b>2,778.44</b>	2,220.73
	Employee Benefit Expense	23	<b>137.54</b>	115.08
	Finance Cost	24	<b>20.36</b>	24.72
	Depreciation and amortization expense	2	<b>84.00</b>	95.65
	Other expenses	25	<b>614.17</b>	632.35
	<b>Total Expenses</b>		<b>3,634.51</b>	3,088.53
V	Profit / (loss) before exceptional items and tax		<b>253.75</b>	244.59
VI	Exceptional Items		-	-
VII	Profit / (loss) before tax		<b>253.75</b>	244.59
VIII	<b>Tax Expense:</b>			
	(1) Current Tax		<b>176.82</b>	185.79
	(2) Deferred Tax		<b>(617.22)</b>	(38.15)
	(3) Tax of Earlier Years		-	-
IX	<b>Profit (Loss) for the period from continuing operations</b>		<b>694.15</b>	96.95
X	Share of Profit/(loss) from LLP/Partnership Firms		<b>(4.99)</b>	(5.68)
XI	Profit (Loss) for the period		<b>689.16</b>	91.27
XII	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss		<b>22.62</b>	5,025.18
	(ii) Income tax relating to items that will not be reclassified to Profit and loss		<b>5.69</b>	1,398.49
XIII	Total Comprehensive Income for the period comprising Profit (Loss) and Other comprehensive Income for the period (XI+XII)		<b>706.09</b>	3,717.96
XIV	Earnings Per Share: (In ₹)			
	(1) Basic		<b>0.62</b>	0.09
	(2) Diluted		<b>0.62</b>	0.09

The accompanying notes are an integral part of the standalone financial statements  
As per our Report of even date.

### For Venkatesh and Co.

Chartered Accountants

F.R.No. 04636S

Sd/-

**CA Hrishikesh.D**

**Partner**

Membership No. 272865

UDIN: 25272865BMLLAI8517

Place: Chennai

Date: 28 May 2025

### for and on behalf of the board

Sd/-

**E N Rangaswami**

Whole-time Director

DIN: 06463753

Sd/-

**B Narendran**

Director

DIN:01159394

Sd/-

**N Umasankar**

Chief Financial Officer

Sd/-

**Obero Jangit M**

Company Secretary

# Standalone Statement of Changes in Equity for the year ended 31st March 2025

## (A) Equity share capital

Equity shares of Rs.10 each issued, subscribed and fully paid up

### (1) Current reporting period

(Rs. in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
11,191.82	-	11,191.82	-	11,191.82

### (2) Previous reporting period

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
11,191.82	-	11,191.82	-	11,191.82

## (B) Other Equity

### Current reporting period

(Rs. in Lakhs)

Particulars	Reserves and Surplus						
	Capital Reserve	Securities Premium Account	General Reserves	Retained Earnings	Revaluation Surplus	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income*
<b>Balance at the Beginning of the Current Reporting Period - 01/04/2024</b>	361.27	12,250.20	375.60	3,135.67	(1,391.96)	5,479.16	1,429.29
Changes in accounting Policy/prior period errors	-	-	-	-	-	-	-
<b>Restated Balance as at the beginning of the current reporting period - 01/04/2024</b>	361.27	12,250.20	375.60	3,135.67	(1,391.96)	5,479.16	1,429.29
Profit/(Loss) of Current Reporting period	-	-	-	694.15	-	-	-
Share of profit from LLP	-	-	-	(4.99)	-	-	(4.99)
Other Comprehensive Income for the current year	-	-	-	-	-	-	(693.15)
<b>Total Comprehensive Income for the current year</b>	-	-	-	689.16	-	-	(693.15)
Any other changes	-	-	-	-	-	-	-
<b>Balance at the End of the current Reporting Period - 31/03/2025</b>	361.27	12,250.20	375.60	3,824.83	(1,391.96)	5,479.16	736.14
							<b>21,635.24</b>

\*Reversal of Preference Dividend Receivable – IRL Limited- The Company had earlier recognised preference dividend income of ₹7.10 Crores as part of Other Comprehensive Income (OCI) in respect of its investment in preference shares of IRL Limited, based on the original terms of the investment agreement. During the current financial year, the Board of Directors of the Company approved a Scheme of Amalgamation involving IRL Limited (Transferor Company) and the Company, in its meeting held in on 8th April 2025, under the provisions of Sections 230 to 237 of the Companies Act, 2013. The Scheme has been filed with the appropriate authorities and is pending for necessary regulatory approvals. Consequent to the proposed merger and the change in terms of the preference shares and dividend entitlement, the Company has reversed the earlier recognised dividend income of ₹7.10 Crores during the year. The said reversal has been accounted for as a reduction in Other Comprehensive Income (OCI), in line with the guidance under Ind AS 109 – Financial Instruments, and Ind AS 1 – Presentation of Financial Statements. The management will reassess the accounting treatment of the investment and related income based on the final outcome and approved terms of the Scheme of Amalgamation.

<b>Previous Reporting period ended 31/03/2024</b>		<b>Reserves and Surplus</b>						<b>(Rs. in Lakhs)</b>	
Particulars	Capital Reserve	Securities Premium Account	General Reserves	Retained Earnings	Revaluation Surplus*	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income**	Total as on 31-03-2024	
<b>Balance at the Beginning of the Previous Reporting Period - 01/04/2023</b>	361.27	12,250.20	375.60	3,044.40	(2,068.52)	2,245.74	1,712.58	17,921.27	
Changes in accounting Policy/prior period errors	-	-	-	-	-	-	-	-	
<b>Restated Balance as at the beginning of the previous reporting period - 01/04/2023</b>	361.27	12,250.20	375.60	3,044.40	(2,068.52)	2,245.74	1,712.58	17,921.27	
Profit/(Loss) of Previous Reporting period	-	-	-	96.95	-	-	-	96.95	
Share of profit from LLP	-	-	-	(5.68)	-	-	-	(5.68)	
Other Comprehensive Income for the previous year	-	-	-	-	676.56	3,233.42	(283.29)	3,626.69	
<b>Total Comprehensive Income for the previous year</b>	-	-	-	(5.68)	676.56	3,233.42	(283.29)	3,621.01	
Any other changes	-	-	-	-	-	-	-	-	
<b>Balance at the End of the previous Reporting Period - 31/03/2024</b>	361.27	12,250.20	375.60	3,135.67	(1,391.96)	5,479.16	1,429.29	21,639.23	

The accompanying notes are an integral part of the standalone financial statements

As per our Report of even date.

**For Venkatesh and Co.**

Chartered Accountants

F.R.No. 04636S

Sd/-

**CA Hrishikesh.D**

**Partner**

Membership No. 272865

UDIN: 25272865BMLLAI8517

Place: Chennai

Date: 28 May 2025

**for and on behalf of the board**

Sd/-

**E N Rangaswami**

Whole-time Director

DIN: 06463753

Sd/-

**B Narendran**

Director

DIN: 01159394

Sd/-

**N Umasankar**

Chief Financial Officer

Sd/-

**Obero Jangit M**

Company Secretary

## Standalone Cash Flow Statement for the Year ended 31 March 2025

(Rs. in Lakhs)

	Particulars	Year ended 31st March 2025		Year ended 31st March 2024	
(A)	<b>Cash Flow from Operating Activities:</b>				
	Profit for the year before tax and after exceptional items, OCI, share of Loss		271.39		4,359.96
	<b>Less:</b>				
	<b>Other items of OCI</b>	(710.10)			
	<b>Adjustment For:</b>				
	Depreciation & Amortisation Expenses	84.00		95.65	
	Dividend Income	(39.95)		(40.55)	
	Interest Income	(6.59)		(187.57)	
	Profit on sale of Investments	(35.50)		(60.97)	
	Non Operating Income	(149.75)	(857.89)	(60.00)	(253.44)
(B)	<b>Operating Profit Before Working Capital changes</b>		(586.50)		4,106.52
	<b>Adjustment For:</b>				
	Increase/[decrease] in Other Financial Liabilities	23.77		(57.06)	
	Increase/[decrease] in Current Liabilities & Provision	9.14		81.72	
	[Increase]/decrease in Trade Receivables	(111.78)		(207.09)	
	[Increase]/decrease in Current Tax Assets	68.07		(12.82)	
	[Increase]/decrease in Other Current Assets	(9.57)	(20.37)	186.69	(8.56)
	<b>Tax Paid</b>		(606.87)		4,097.96
			(176.82)		(186.53)
	<b>Net Cash Flow From Operating Activities(A)</b>		(783.69)		3,911.43
(C)	<b>Cash Flow from Investing Activities:</b>				
	Proceeds from sale of shares/investments	35.50		2,350.00	
	Addition on Fixed Asset	(517.09)		(0.94)	
	Current Investment	201.39		(2,239.35)	
	Other Non Current Investment	(389.49)		(5,272.36)	
	Income from Investment	196.29		288.12	
	Other Current Financial Asset	809.37		1,452.99	
	Loans & Advances	319.03	655.00	104.62	(3,316.92)
	<b>Net Cash flow used in Investing Activities(B)</b>		655.00		(3,316.92)
	<b>Cash Flow from Financing Activities</b>				
(C)	Unsecured Loans		-		(400.00)
	<b>Net Cash used in Financing Activities (C)</b>		-		(400.00)
	<b>Net Cash Flows during the year (A) + (B) + (C)</b>		(128.69)		194.51
	<b>Net Increase/(Decrease) in Cash and Cash Equivalents:</b>				
	Opening Balance as at 01 April 2024		306.63		112.12
	<b>Closing Balance as at 31 March 2025</b>		177.94		306.63

The accompanying notes are an integral part of the standalone financial statements

As per our Report of even date.

- The cash flow statement has been prepared in accordance with the requirements of Indian Accounting Standards issued by the Institute of Chartered Accountants of India.
- Cash flows have been reported using the indirect method, whereby the net profit is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments, segregating between cash flows.
- Significant cash and cash equivalent balances held by the enterprise are available for use by the company.

**For Venkatesh and Co.**

Chartered Accountants

F.R.No. 04636S

Sd/-

**CA Hrishikesh.D**

**Partner**

Membership No. 272865

UDIN: 25272865BMLLA18517

Place: Chennai

Date: 28 May 2025

**for and on behalf of the board**

Sd/-

**E N Rangaswami**

Whole-time Director

DIN: 06463753

Sd/-

**N Umasankar**

Chief Financial Officer

Sd/-

**B Narendran**

Director

DIN: 01159394

Sd/-

**Oberoi Jangit M**

Company Secretary



## SIGNIFICANT ACCOUNTING POLICES AND NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2025

### Note: 1

#### Significant Accounting Policies:

##### 1.1 Corporate Information

Mercantile Ventures Limited (CIN: L65191TN1985PLC037309) is a public limited company incorporated on 23rd December 1985 under the provisions of the Companies Act, 1956. The Company is domiciled in India with its registered office situated at No.88, Mount Road, Guindy, Chennai – 600032, Tamil Nadu. The Company is primarily engaged in the business of leasing of properties and manpower supply services. The equity shares of the Company are listed on BSE Limited (BSE).

##### 1.2 Basis of preparation of financial statements:

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted, or an existing accounting standard requires a change in the accounting policy hitherto in use.

##### 1.3 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

##### 1.4 Inventories (Ind AS 2)

The provisions of Ind AS 2 – Inventories are not applicable to the Company, as it does not hold or maintain any inventories during the reporting period.

##### 1.5 Cash Flow Statement (Ind AS 7)

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

##### 1.6 Accounting Policies, Changes in Accounting Estimates and Errors (Ind AS 8)

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

The Company selects and applies its accounting policies consistently for similar transactions, events, and conditions, unless Ind AS specifically requires or permits categorization and application of different policies for different transactions.

#### Changes in Accounting Policies

Changes in accounting policies are made only if:

- Required by an Ind AS; or
- Such a change results in the financial statements providing more reliable and relevant information.

When a change in accounting policy is applied:

- It is accounted for retrospectively unless otherwise stated.
- The comparative figures for prior periods are restated, and
- The cumulative effect, if any, is adjusted in the opening balance of retained earnings.

### Changes in Accounting Estimates

Changes in accounting estimates (e.g., useful lives, bad debt provisions) are recognized prospectively:

- In the period of the change, if the change affects only that period; or
- In the period of the change and future periods, if the change affects both.

### Prior Period Errors

Material prior period errors are corrected retrospectively in the first set of financial statements approved after their discovery by:

- Restating the comparative amounts for the prior period(s) presented; or
- If the error occurred before the earliest prior period presented, restating the opening balances of assets, liabilities, and equity for the earliest period presented.

The nature of the error and the amount of the correction are disclosed in the notes to accounts.

## 1.7 Taxes on Income (Ind AS 12)

Income tax expense comprises both current tax and deferred tax. It is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in other comprehensive income or in equity, in which case the tax is also recognized in other comprehensive income or equity, respectively.

### ● Current Tax

Current tax is the amount of income taxes payable or recoverable in respect of the taxable profit or loss for a period. It is calculated based on the applicable tax laws and rates that have been enacted or substantively enacted as on the reporting date. The Company recognizes interest and penalties related to income tax, if any, under finance costs or administrative expenses, as appropriate.

### ● Deferred Tax

Deferred tax is recognized using the balance sheet approach, for all temporary differences arising between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured using the tax rates and laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realized, or the deferred tax liability is settled.

### ● Offsetting

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to offset current tax assets against current tax liabilities and they relate to income taxes levied by the same taxation authority.

## 1.8 Property Plant & Equipment (Ind AS 16)

The land and properties of the company are stated at fair value and depreciation provided on straight line value method over the estimated useful lives of the assets. Property, plant and equipment are part of the fixed assets of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life under residual value method. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Type of Assets	Period
Building	22 to 33 Years
Furniture and Fittings	10 Years
Office Equipment	5 Years
Computer	3 Years
Air conditioner	15 Years

## 1.9 Employee Benefits: (Ind AS 19)

The Company has classified its employee benefits into the following categories:

### 1. Short-Term Employee Benefits

Short-term employee benefits such as salaries, wages, bonus, ex-gratia, and non-monetary benefits are recognized as an expense in the Statement of Profit and Loss in the period in which the related service is rendered. These benefits are accounted for at undiscounted amounts.

### 2. Defined Contribution Plans

The Company's contribution to provident fund and other funds governed by the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 is recognized as an expense in the Statement of Profit and Loss when the services are rendered by the employees.

### 3. Defined Benefit Plans – Gratuity

The Company has a defined benefit gratuity plan which is funded through the Mercantile Ventures Limited Employees Gratuity Trust with Life Insurance Corporation of India (LIC). The liability or asset recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

- The liability for defined benefit obligations is determined annually using the Projected Unit Credit Method.
- The present value of the obligation is determined by discounting the estimated future cash outflows using market yields on government bonds.
- The Company operates a separate gratuity trust. All payments are routed through LIC, and the fund is maintained by LIC as part of their policy management.

### 4. Termination Benefits

Termination benefits are recognized as an expense in the period in which they are incurred.

## 1.10 Effect of changes in foreign exchange rates (Ind AS 21)

a) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction.

b) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss except in case of long-term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

### 1.11 Earnings Per Share (EPS) (Ind AS 33)

In accordance with Ind AS 33 – Earnings Per Share, the Company presents Basic and Diluted Earnings Per Share for its equity shares.

- Basic Earnings Per Share is calculated by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.
- Diluted Earnings Per Share is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares, such as employee stock options, convertible debentures, or other instruments convertible into equity.
- The Company does not currently have any outstanding dilutive instruments; hence, Basic EPS and Diluted EPS are the same for all periods presented.

The earnings and the weighted average number of shares used in calculating basic and diluted EPS are disclosed in the Notes to Financial Statements.

### 1.12 Impairment of Assets: (Ind AS 36)

The Company assesses the carrying amounts of property, plant and equipment at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount is estimated as the higher of the asset's fair value less costs of disposal and its value in use. If the asset does not generate independent cash flows, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

An impairment loss is recognized in the Statement of Profit and Loss whenever the carrying amount of an asset or CGU exceeds its recoverable amount. The impairment loss is reversed if there is an indication of reversal and a change in the estimate used to determine the recoverable amount. The reversal is limited so that the carrying amount does not exceed the amount that would have been determined (net of depreciation) had no impairment loss been recognized in earlier periods.

### 1.13 Provisions, Contingent Liabilities and Contingent Assets (Ind AS 37)

#### Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount of a provision is the best estimate of the expenditure expected to be required to settle the present obligation at the reporting date. Provisions are not recognized for future operating losses.

Where the effect of the time value of money is material, provisions are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

#### Contingent Liabilities

A contingent liability is disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events but is not recognized because:

It is not probable that an outflow of resources will be required; or

The amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized but are disclosed in the notes to the financial statements unless the possibility of an outflow is remote.

### **Contingent Assets**

A contingent asset is disclosed where an inflow of economic benefits is probable, but not recognized until the realization of income is virtually certain. When the inflow of benefit becomes virtually certain, the asset is recognized in the financial statements.

## **1.14 Segment Reporting (Ind AS 108)**

The Company operates in one primary business segment: Sale of Services and hence they are identified as reportable segments in accordance with Ind AS 108 – Operating Segments.

**Sale of Services:** This segment includes the provision of Renting of property and related services, Manpower supply services, and Facilities management services. The revenue under this segment is derived from contracts for rental and related services provided to clients.

### **Measurement and Reporting**

- Segment revenue, segment expenses, and segment results include respective amounts directly attributable to each segment and a portion of common costs allocated on a reasonable basis.
- Segment assets and liabilities are reported only to the extent they are regularly provided to the CODM.
- The accounting policies used for segment reporting are consistent with those followed in the preparation of the financial statements.

Disclosures relating to segment revenue, profit/loss, assets, and liabilities are made in the notes to accounts, along with reconciliations as required under Ind AS 108.

## **1.15 Financial Instruments: (Ind AS 109)**

### **Initial Recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. For instruments not measured at fair value through profit or loss, transaction costs directly attributable to acquisition or issue are added to the carrying amount on initial recognition.

### **Subsequent Measurement**

**Financial Assets at Amortized Cost:** Includes trade receivables, loans and advances, and other receivables. These are measured at amortized cost using the effective interest method, where applicable. **Financial Liabilities at Amortized Cost:** Includes borrowings, trade payables and other financial obligations.

### **Financial assets at fair value through other comprehensive income:**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

### **Financial assets at fair value through profit or loss:**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

### **Impairment of Financial Assets**

The Company applies the Expected Credit Loss (ECL) model for impairment of financial assets as per Ind AS 109. However, in practice, the following simplified approach is used:

#### **Trade Receivables (Sundry Debtors):**

A provision for expected credit losses is recognized at 10% of the outstanding balance for receivables that are outstanding for more than 2 years based on historical default rates and management's assessment.

#### **Loan Receivables:**

Similar to trade receivables, a 10% provision is made on loans receivable that remain outstanding for more than 2 years, considering credit risk and recovery experience.

No ECL is recognized on other financial assets due to their low credit risk and immaterial nature.

This approach is reviewed periodically by management to ensure reasonableness.

### **Derecognition**

Financial Assets: Derecognized when contractual rights to receive cash flows expire or are transferred without retaining control or substantial risks and rewards.

## **1.16 Critical accounting estimates**

### **(a) Revenue recognition: (Ind AS 115 – Revenue from Contracts with Customers)**

Revenue is recognized upon the completion of services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services. The Company applies the five-step model under Ind AS 115 to recognize revenue:

- Identify the contract with the customer
- Identify the performance obligations
- Determine the transaction price
- Allocate the transaction price to performance obligations
- Recognize revenue when (or as) performance obligations are satisfied

### **(b) Expenditure:**

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities.

#### **• Sale of Services – Renting of property, Manpower Services and Facilities Management services**

Revenue from the abovementioned services is recognized over time as the performance obligation is fulfilled, based on the terms of the rental and service agreement with the customer. The output method (e.g., time elapsed, milestones) is used to measure progress towards complete satisfaction of the performance obligation. Revenue is recognized on an accrual basis in accordance with the contract terms, provided that control of the service has been transferred to the customer and recovery of consideration is probable.

#### **• Other Income**

**Interest Income:** Recognized using the Effective Interest Rate (EIR) method in accordance with Ind AS 109 – Financial Instruments. This includes interest earned on fixed deposits and other interest-bearing instruments.

## **1.17 Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

## 2) Property, Plant and Equipment

### Schedule of Depreciation as per Companies Act, 2013

Note annexed to and forming part of Balance Sheet for the Year Ended as at 31st March 2025

		(Rs. In Lakhs)									
Sl. No.	Particulars	Gross Block			Depreciation				Net Block		
		As on 01-04-2024	Additions	Deletions	As on 31-03-2025	As on 01-04-2024	For the period	Deletions	As on 31-03-2025	As at 31-03-2025	As at 31-03-2024
1	Freehold Land <sup>#</sup>	5,619.00	478.76	-	6,097.76	-	-	-	-	6,097.76	5,619.00
2	Buildings	1,857.51	-	-	1,857.51	642.02	71.65	-	713.67	1,143.85	1,215.49
3	Computers	7.67	3.43	2.88	8.22	7.46	2.79	2.88	7.37	0.83	0.21
4	Airconditioners, etc	124.63	19.50	-	144.13	69.95	9.23	-	79.18	64.95	54.68
5	Furniture and Fixtures	137.49	15.40	-	152.89	136.35	0.10	-	136.45	16.44	1.14
6	Office Equipments	5.11	-	-	5.11	4.63	0.23	-	4.86	0.26	0.48
	<b>Total</b>	<b>7,751.41</b>	<b>517.09</b>	<b>2.88</b>	<b>8,265.62</b>	<b>860.41</b>	<b>84.00</b>	<b>2.88</b>	<b>941.53</b>	<b>7,324.09</b>	<b>6,891.00</b>
	Previous Year	6,846.34	1,001.96	96.89	7,751.41	764.76	95.65	-	860.41	6,891.00	6,081.58

#### Note:

The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount i.e 31st March 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e., on 1st April 2016.

<sup>#</sup> The addition relate to change in fair value of the properties based on valuation by a registered valuer.

**3) Non Current Investments**
**(Rs. In Lakhs)**

S. No.	Name of the investee	Nature of relationship (Subsidiary / Associate / JV / Others)	Face Value (Rs.)	No. of Shares	As at 31st Mar 2025	No. of Shares	As at 31st Mar 2024
	Investments in Equity instruments- fully paid up at fair value through Other Comprehensive Income						
	<b>Quoted</b>						
1	India Radiators Limited	Others	10	348,622	<b>32.49</b>	-	-
2	Sical Logistics Ltd	Others	10	840	<b>0.69</b>	12,600	1.50
3	Sicagen India Ltd	Others	10	989,510	<b>608.94</b>	989,510	584.01
4	Southern Petrochemical Industries Corporation Ltd	Others	10	853,810	<b>690.90</b>	853,810	599.97
5	Tamil Nadu Petroproducts Ltd	Others	10	201,000	<b>138.71</b>	201,000	156.96
6	Manali Petrochemicals	Others	5	3,849,810	<b>2,162.82</b>	2,497,810	1,403.77
7	TTK Prestige Ltd Shares	Others	1	1,000	<b>5.94</b>	1,000	6.71
8	Integrated Digital Info Services Ltd	Others	10	200	-	-	-
9	Kumbhat Financial Services Ltd	Others	10	10,100	<b>1.87</b>	200	1.59
10	Tuticorin Alkali Chemicals and Fertilisers Ltd	Others	10	13,771,072	<b>10,730.42</b>	13,771,072	11,040.28
	<b>Sub Total - (A)</b>				<b>14,372.78</b>		13,794.79
	<b>Unquoted</b>						
1	Walery Security Management Ltd (formerly Known as National Trust Housing Finance Ltd)	Subsidiary	10	12,089,890	<b>6,573.12</b>	12,089,890	6,885.19
2	AM Foundation	Others	10	1,200	-	1,200	-
3	i3 Security private Ltd	Subsidiary	10	3,907,800	<b>966.30</b>	3,907,800	922.62
4	Agrimarine Exports Ltd	Others	10	8,000	-	8,000	-
	<b>Sub Total - (B)</b>				<b>7,539.42</b>		7,807.81
	<b>Total (C) : (A) + (B)</b>				<b>21,912.20</b>		21,602.60



(Rs. In Lakhs)

S. No.	Name of the investee	Nature of relationship (Subsidiary / Associate / JV / Others)	Face Value (Rs.)	No. of Shares	As at 31st Mar 2025	No. of Shares	As at 31st Mar 2024
1	Investments in Preference Shares India Radiators Ltd	Subsidiary	10	194,827,000	1,205.10	194,827,000	1,125.21
	<b>Sub Total - (D)</b>				<b>1,205.10</b>		1,125.21
1	Investment in capital of LLP- at cost Chitharanjan Developers LLP *	Subsidiary			297.00		297.00
	<b>Sub Total - (E)</b>				<b>297.00</b>		297.00
	<b>Net Value of Investments (C)+(D)+(E)</b>				<b>23,414.30</b>		23,024.81

**Details of Investment in LLP:**

Names of Partners	31.3.2025		31.3.2024	
	Capital	Share of Profit	Capital	Share of Profit
Mercantile Ventures Limited	297.00	99%	297.00	99%
V.Rajagopal	3.00	1%	3.00	1%
	<b>300.00</b>	<b>100%</b>	300.00	100%

**4) Current Investments**

Particulars	As at 31.3.2025	As at 31.3.2024
Investments in Mutual Funds at Fair Value		
UTI Money Market Funds at Fair Value - Regular Plan - Growth		
134.048 Units (7247 Units)	4.10	205.49
<b>Total</b>	<b>4.10</b>	205.49

The company has classified investments in mutual funds as financial assets measured at fair value through other comprehensive income (FVOCI) in accordance with Ind AS 109. These investments are held for both collection of contractual cash flows and for sale. The fair value is based on the Net Asset Value (NAV) declared by the mutual fund at the reporting date. Any changes in fair value are recognised in Other Comprehensive Income (OCI) and not reclassified to profit and loss on disposal.

**5) Trade Receivables**

Undisputed Trade Receivables considered good:	768.73	656.94
Disputed Trade Receivables considered good:	-	-
<b>Total</b>	<b>768.73</b>	656.94

Trade receivables ageing schedule for the year ended as on March 31, 2025 and March 31, 2024:

(Rs. In Lakhs)

Particulars	Less than 6 months	Outstanding for following periods from due date payment				Total
		6 months - 1 year	1 - 2 years	2-3 Years	More than 3 Years	
Undisputed Trade receivables - Considered good	734.53	9.03	8.13	4.90	12.14	768.73
(Previous Year figures)	631.65	4.00	8.82	10.69	1.78	644.47
Undisputed Trade receivables - which have significant increase in credit risk						-
Undisputed Trade receivables - credit impaired						-
Disputed Trade receivables - considered good						-
(Previous Year figures)						-
Disputed Trade receivables - which have significant increase in credit risk						-
(Previous Year figures)						-
Disputed Trade receivables - credit impaired						-
<b>Total Trade Receivables</b>	<b>734.53</b>	<b>9.03</b>	<b>8.13</b>	<b>4.90</b>	<b>12.14</b>	<b>768.73</b>
(Previous Year figures)	631.65	4.00	8.82	10.69	1.78	656.94

6) Cash & Cash Equivalents

Particulars	As at 31-Mar-25	As at 31-Mar-24
Cash in hand	0.03	0.19
Balance with Banks	77.17	202.86
<b>Total</b>	<b>77.20</b>	<b>203.05</b>

7) Bank balance other than iii) above

Fixed deposits with banks	100.74	103.58
<b>Total</b>	<b>100.74</b>	<b>103.58</b>

8) Loans & Advances

Loan and advances- considered good - unsecured		
Loans and Advances-Related parties	112.88	93.16
Loans and Advances-Others	2,260.02	2,598.77
<b>Total</b>	<b>2,372.90</b>	<b>2,691.93</b>

**Amount of loan or advance in the nature of Loan outstanding**

(Rs. In Lakhs)

Type of borrower	As at 31.3.2025	As at 31.3.2024
Promoter	-	-
Directors	-	-
KMPs	-	-
Related Parties	112.88	93.16
<b>Total</b>	<b>112.88</b>	<b>93.16</b>
<b>Percentage to the loans and Advances in the nature of loans</b>	<b>4.76%</b>	<b>3.46%</b>
Details of corporate deposits/ Loans disclosed pursuant to section 186(4) of the Companies Act, 2013		
EDAC Engineering Limited	2,260.02	2,598.77
India Radiators Limited	112.88	85.44
Chitharanjan Developers LLP	-	7.72

**9) Other financial assets**

Others Advances	566.25	1,375.62
Security Deposit	0.57	0.57
<b>Total</b>	<b>566.82</b>	<b>1,376.19</b>

**10) Current Tax**

TDS & Advance Tax	1,008.05	899.30
<b>Total</b>	<b>1,008.05</b>	<b>899.30</b>

**11) Other Current Assets**

Share of Profit from LLP/Partnership Firms	22.32	13.95
Balance with revenue authorities	1.96	0.76
<b>Total</b>	<b>24.28</b>	<b>14.71</b>

**12) Share Capital**
**(Rs. In Lakhs)**

Particulars	As at 31.3.2025	As at 31.3.2024
<b>Authorised Capital</b>		
11,50,90,000 Equity Shares of Rs.10/- each	<b>11,509.00</b>	11,509.00
1,50,00,000 Preference Shares of Rs.10/- each	<b>1,500.00</b>	1,500.00
<b>Total</b>	<b>13,009.00</b>	13,009.00
<b>Issued, Subscribed &amp; Paid-up Capital</b>		
11,19,18,195 Equity Shares of Rs.10/- each fully paid up	<b>11,191.82</b>	11,191.82
<b>Total</b>	<b>11,191.82</b>	11,191.82

**Number of Equity Shares at the beginning and end of the current and previous reporting periods**

Particulars	31-Mar-25		31-Mar-24	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the reporting period	<b>11,19,18,195</b>	<b>11,191.82</b>	11,19,18,195	11,191.82
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-
Changes in Equity Share Capital during the period	-	-	-	-
<b>Balance at the end of the reporting period</b>	<b>11,19,18,195</b>	<b>11,191.82</b>	11,19,18,195	11,191.82

**Details of Shareholders holding more than 5% shares in the company**

Name of Shareholder	31-Mar-25		31-Mar-24	
	No. of shares	% of Holding	No. of shares	% of Holding
Trinity Auto Points Limited	<b>2,09,56,000</b>	<b>18.72%</b>	2,09,56,000	18.72%
South India Travels Private Limited	<b>1,86,12,086</b>	<b>16.63%</b>	1,86,12,086	16.63%
Golden Star Assets Consultants Private Limited	<b>1,43,96,000</b>	<b>12.86%</b>	1,43,96,000	12.86%
Southern Petrochemical Industries Corporation Limited	<b>1,50,28,000</b>	<b>13.43%</b>	1,50,28,000	13.43%
Ranford Investments Limited	<b>78,07,955</b>	<b>6.98%</b>	78,07,955	6.98%
Dornolly Investments Limited	<b>64,37,000</b>	<b>5.75%</b>	64,37,000	5.75%
Sicagen India Limited	<b>77,23,005</b>	<b>6.90%</b>	77,23,005	6.90%

### Shareholding of Promoter as at 31/03/2025

Name of the Promoter	No. of shares	% of total shares	% Change during the year	Remarks
Mr AC Muthiah	13,068	0.01%	-	Promoter Group
Mr AL Vadivelu	8,144	0.01%	-	Promoter
Mr Ashwin C Muthiah	230	-	-	Promoter Group
Trinity Auto Points Ltd	2,09,56,000	18.72%	-	Promoter Group
South India Travels Private Ltd	1,86,12,086	16.63%	-	Promoter
Golden Star assets Consultants Private Ltd	1,43,96,000	12.86%	-	Promoter Group
Ranford Investments Ltd	78,07,955	6.98%	-	Promoter
Dornolly Investments Ltd	64,37,000	5.75%	-	Promoter
Twinshield Consultants Private Ltd	52,81,899	4.72%	-	Promoter Group
Sicagen India Ltd	77,23,005	6.90%	-	Promoter
First Leasing Company of India Ltd	1,77,250	0.16%	-	Promoter
Navia Markets Ltd	11,600	0.01%	-	Promoter
	8,14,24,237	72.75%		

### (A) Equity share capital

Equity shares of Rs.10 each issued, subscribed and fully paid up

(Rs. In Lakhs)

#### (1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
11,191.82	-	11,191.82	-	11,191.82

#### (2) Previous reporting period

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
11,191.82	-	11,191.82	-	11,191.82

## 13) Other Equity

(Rs. In Lakhs)

(A) Current Reporting period ended 31/03/2025	Reserves and Surplus							
Particulars	Capital Reserve	Securities Premium Account	General Reserves	Retained Earnings	Revaluation Surplus	Equity Instruments through other comprehensive income	Other Items of Other Comprehensive Income*	"Total as on 31-03-2025"
Balance at the Beginning of the Current Reporting Period - 01/04/2024	361.27	12,250.20	375.60	3,135.67	(1,391.96)	5,479.16	1,429.29	21,639.23
Changes in accounting Policy/prior period errors	-	-	-	-	-	-	-	-
Restated Balance as at the beginning of the current reporting period - 01/04/2024	361.27	12,250.20	375.60	3,135.67	(1,391.96)	5,479.16	1,429.29	21,639.23
Profit/(Loss) of Current Reporting period				694.15				694.15
Share of profit from LLP				(4.99)			(693.15)	(4.99)
Other Comprehensive Income for the current year								(693.15)
Total Comprehensive Income for the current year	-	-	-	689.16	-	-	(693.15)	(3.99)
Any other changes	-	-	-	-	-	-	-	-
Balance at the End of the current Reporting Period - 31/03/2025	361.27	12,250.20	375.60	3,824.83	(1,391.96)	5,479.16	736.12	21,635.24

\*Reversal of Preference Dividend Receivable – IRL Limited- The Company had earlier recognised preference dividend income of ₹7.10 Crores as part of Other Comprehensive Income (OCI) in respect of its investment in preference shares of IRL Limited, based on the original terms of the investment agreement. During the current financial year, the Board of Directors of the Company approved a Scheme of Amalgamation involving IRL Limited (Transferor Company) and the Company, in its meeting held on 8th April 2025, under the provisions of Sections 230 to 237 of the Companies Act, 2013. The Scheme has been filed with the appropriate authorities and is pending for necessary regulatory approvals. Consequent to the proposed merger and the change in terms of the preference shares and dividend entitlement, the Company has reversed the earlier recognised dividend income of ₹7.10 Crores during the year. The said reversal has been accounted for as a reduction in Other Comprehensive Income (OCI), in line with the guidance under Ind AS 109 – Financial Instruments, and Ind AS 1 – Presentation of Financial Statements. The management will reassess the accounting treatment of the investment and related income based on the final outcome and approved terms of the Scheme of Amalgamation.

(B) Previous Reporting period ended 31/03/2024	Reserves and Surplus							(Rs. In Lakhs)	
	Particulars	Capital Reserve	Securities Premium Account	General Reserves	Retained Earnings	Revaluation Surplus	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	Total
	<b>Balance at the Beginning of the Previous Reporting Period - 01/04/2023</b>	361.27	12,250.20	375.60	3,044.40	(2,068.52)	2,245.74	1,712.58	17,921.27
	Changes in accounting Policy/prior period errors	-	-	-	-	-	-	-	-
	<b>Restated Balance as at the beginning of the previous reporting period - 01/04/2023</b>	361.27	12,250.20	375.60	3,044.40	(2,068.52)	2,245.74	1,712.58	17,921.27
	Profit/(Loss) of Previous Reporting period	-	-	-	96.95	-	-	-	96.95
	Share of profit from LLP	-	-	-	(5.68)	-	-	-	(5.68)
	Other Comprehensive Income for the current year	-	-	-	676.56	676.56	3,233.42	(283.29)	3,626.69
	<b>Total Comprehensive Income for the previous year</b>	-	-	-	91.27	676.56	3,233.42	(283.29)	3,621.01
	Any other changes	-	-	-	-	-	-	-	-
	<b>Balance at the End of the previous Reporting Period - 31/03/2024</b>	361.27	12,250.20	375.60	3,135.67	(1,391.96)	5,479.16	1,429.29	21,639.23

#### 14) Non - Current Financial Liabilities

(Rs. In Lakhs)

Particulars	As at 31-Mar-25	As at 31-Mar-24
Security Deposits from Customers	292.80	269.03
<b>Total</b>	<b>292.80</b>	<b>269.03</b>

"=>These represent security deposits received from customers against lease of immovable properties. The deposits are unsecured, interest-free (or interest-bearing if applicable), and refundable at the end of the lease term.

==>Based on lease terms, these deposits are not repayable within the next 12 months and are therefore classified as non-current financial liabilities.

==>For the current reporting period, the Company has assessed the fair value of these deposits using a discount rate of 8.75%, which represents the prevailing market rate for instruments with similar credit risk and tenure.

#### 15) Deferred Tax Liabilities

Deferred Tax Liabilities	1,221.52	1,833.04
<b>Total</b>	<b>1,221.52</b>	<b>1,833.04</b>

#### 16) Trade Payables

Total outstanding dues of micro enterprises and small enterprises; and	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	28.71	48.11
<b>Total</b>	<b>28.71</b>	<b>48.11</b>

\* Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. There are no interest due and outstanding as at the reporting date.

#### Trade payables ageing schedule for the year ended as on March 31, 2025 and March 31, 2024

Outstanding for following periods from due date of payment		
Particulars	Less than 1 year	Total
MSME	-	-
Others	28.71	28.71
(Previous Year)	48.11	48.11
Disputed Dues - MSME	-	-
Disputed Dues - Others	-	-
<b>Total</b>	<b>28.71</b>	<b>28.71</b>
(Previous Year)	48.11	48.11



**17) Other Current Financial Liabilities**

(Rs. In Lakhs)

Particulars	As at 31-Mar-25	As at 31-Mar-24
Other Payables	10.06	34.04
<b>Total</b>	<b>10.06</b>	<b>34.04</b>

**18) Other Current Liabilities**

Statutory Dues	108.23	171.34
Bonus payable	115.63	-
<b>Total</b>	<b>223.86</b>	<b>171.34</b>

**19) Current Provisions**

Provision for Taxation	1,057.20	880.39
<b>Total</b>	<b>1,057.20</b>	<b>880.39</b>

**20) Revenue from operations**

Particulars	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Sale of Services</b>		
Rent of Immovable Properties	753.51	712.36
Manpower Supply Service	2,902.56	2,270.67
<b>Total</b>	<b>3,656.07</b>	<b>2,983.03</b>

**21) Other Income**

Interest Income	6.59	187.57
Dividend Income	39.95	40.55
Profit on sale of Assets	35.50	60.97
Miscellaneous Income	-	-
Non operating Income	150.15	61.00
<b>Total</b>	<b>232.19</b>	<b>350.09</b>

**22) Cost of Services**

Cost of manpower supply services	2,369.77	1,912.65
Cost of maintenance services	95.42	103.42
Facility Management Service Expenses	313.25	204.66
<b>Total</b>	<b>2,778.44</b>	<b>2,220.73</b>

### 23) Employee Benefits Expenses

(Rs. In Lakhs)

Particulars	Year ended 31-Mar-25	Year ended 31-Mar-24
Salary & Allowance	130.25	108.12
Contribution to Provident Fund and other funds	2.81	1.37
Staff Welfare Expenses	4.48	5.59
<b>Total</b>	<b>137.54</b>	<b>115.08</b>

### 24) Finance Costs

Unwinding Interest (IND AS Adjustment)	20.36	20.29
Interest on Inter Corporate Deposit	-	4.43
<b>Total</b>	<b>20.36</b>	<b>24.72</b>

### 25) Other Expenses

Advertisement Charges	2.55	2.36
Auditors Remuneration	6.10	5.50
Power & Fuel	17.86	19.32
Insurance Expenses	1.25	1.83
Postage & Telephone Expenses	3.20	4.50
Printing & Stationery	4.10	4.58
Professional & Consultancy Charges	13.50	29.20
Repairs & Maintenance	82.03	122.32
Travelling & Conveyance	-	0.26
Donation	-	0.25
Contribution to CSR activities	-	13.90
Miscellaneous Expenses	45.58	9.19
Security Charges Puzhal	9.57	9.96
Expected credit loss on advances	337.16	337.17
Director Sitting Fees	13.75	7.50
Rates & Taxes	77.52	64.51
<b>Round Off</b>	<b>614.17</b>	<b>632.35</b>

## 26) Deferred Tax Computation

(Rs. In Lakhs)

Deferred Tax	31-Mar-25	31-Mar-24
<b>Components of Deferred Tax</b>		
Deferred Tax Liabilities	1,616.38	2,127.70
Deferred tax Assets	394.86	294.66
<b>Deferred Tax Liabilities (Net)</b>	<b>1,221.52</b>	<b>1,833.04</b>

Particulars	Carrying Value	Tax base	Timing Difference	Deferred tax asset	Deferred tax liability
Lease Deposit	292.80	395.61	(102.81)	25.88	-
Loans and Advances ICD	2,356.86	3,079.61	(722.75)	181.92	-
Investment - Preference Shares	1,205.10	1,948.27	(743.17)	187.06	-
Investment	21,912.20	18,652.57	3,259.63	-	(820.45)
Land Revaluation	6,097.76	4,058.85	2,038.91	-	(513.19)
Tangible assets and intangible assets	1,226.32	103.01	1,123.32	-	(282.74)
<b>Total</b>	<b>33,091.04</b>	<b>28,237.91</b>	<b>4,853.13</b>	<b>394.86</b>	<b>(1,616.38)</b>
<b>Net Deferred Tax Asset/ (Liability)</b>					<b>(1,221.52)</b>

## Previous Year

Particulars	Carrying Value	Tax base	Timing Difference	Deferred tax asset	Deferred tax liability
Lease Deposit - Present Value	269.03	434.47	(165.44)	41.64	(76.73)
Loans and Advances ICD	2,694.02	3,126.20	(432.18)	108.78	-
Investment - Preference Shares	1,125.21	1,948.27	(823.06)	-	(207.16)
Investment	21,602.60	17,882.24	(3,720.36)	-	(936.41)
Land Revaluation	5,898.25	4,058.85	1,839.40	-	(462.98)
Tangible assets and intangible assets	1,272.01	79.39	(1,192.62)	-	(300.18)
<b>Total</b>	<b>32,861.11</b>	<b>27,529.41</b>	<b>(4,494.26)</b>	<b>150.42</b>	<b>(1,983.46)</b>
<b>Net Deferred Tax Asset/ (Liability)</b>					<b>(1,833.04)</b>

## 27) Exceptional Items

Particulars	As at 31-3-2025	As at 31-3-2024
Exceptional Items	NIL	NIL

## 28) Expenditure in foreign currency during the current period

Particulars	As at 31-3-2025	As at 31-3-2024
Expenditure in foreign currency during the current period	NIL	USD 23,18,694

**29) Earnings in Foreign Exchange received during the current period**

(Rs. In Lakhs)

Particulars	As at 31-3-2025	As at 31-3-2024
Earnings in Foreign Exchange received during the current period	NIL	NIL

**30) As per IND AS 24- “Related party disclosures”, the disclosures of transactions with the related parties are given below:**

**1) List of Related Parties:**

Name of the related party	Relationship
i3 Security Private Limited	Subsidiary Company
India Radiators Limited	Subsidiary Company
South India Travels Private Ltd	Promoter Company
Southern Petrochemical Industries Corporation Ltd	More than 10% Sharholding
Sicagen India Ltd	Promoter Company
Chitaranjan Developers LLP	Subsidiary Company
Walery Security Management Ltd (formerly known as National Trust Housing Finance Limited)	Subsidiary Company
AMI Holdings Private Limited	Companies with Common Directorship
B.Narendran	Director
A L Chandramouli	Director
Sashikala Srikanth	Director
M. S. Niranjana	Director
Rita Chandrasekar	Director
G,D.Sharma	Director
K.Gopalakrishnan	Director
Mr. E.N. Rangaswami	Whole Time Director

**(ii) Transactions with Related Parties:**

**(Rs. In Lakhs)**

<b>Name of the related party</b>	<b>FY 2024 - 25</b>	<b>FY 2023 - 24</b>
<b>i3 Security Private Limited</b> Security charges	<b>52.84</b>	50.72
<b>India Radiators Limited</b> Inter corporate deposit & advances given	<b>30.45</b>	12.52
<b>Walery Security Management Limited (Formerly known as National Trust Housing Finance Limited)</b> Loans & Advances	<b>0.88</b>	2.21
Sale of Preference Shares	-	2,000.00
<b>Chitaranjan Developers LLP:</b> Loans & Advances	<b>5.63</b>	6.01
Receipts in current account	-	180.50
<b>South India Travels Private Ltd</b> Purchase of shares	-	407.00
<b>Sicagen India Ltd</b> Lease Rent, Maintenance and Manpower Supply Services	<b>141.04</b>	182.57
<b>Southern Petrochemical Industries Corporation Ltd</b> Lease Rent, Maintenance and Manpower Supply Services	<b>1,002.94</b>	1,004.29
<b>AMI Holdings Private Limited</b> Lease Rent, Maintenance and Manpower Supply Services	<b>0.89</b>	0.83
<b>Mr. E.N. Rangaswami, Whole Time Director</b> Remuneration to Director	<b>61.60</b>	60.00
<b>Sitting fees to Directors</b> B.Narendran	<b>2.75</b>	1.50
G.D.Sharma	<b>2.75</b>	1.50
K.Gopalakrishnan	<b>2.75</b>	1.50
A L Chandramouli	<b>2.75</b>	1.50
Sashikala Srikanth	<b>2.75</b>	1.50
M. S. Niranjana	-	-
Rita Chandrasekar	-	-

(iii) Balances of Related Parties:

(Rs. In Lakhs)

Name of the related party	As at 31-3-2025	As at 31-3-2024
<b>i3 Security Private Limited</b>		
Investments in Equity shares	966.30	922.62
<b>India Radiators Limited</b>		
Investment in preference shares	1205.10	1125.21
Advances	112.88	85.44
<b>Chitaranjan Developers LLP:</b>		
Investment in capital	297.00	297.00
Loans and advances	-	7.72
Current Account	22.32	13.95
<b>Southern Petrochemical Industries Corporation Ltd</b>		
Trade Receivables	299.75	211.02
<b>Sicagen India Ltd</b>		
Trade Receivables	25.41	21.97
<b>South India Travels Private Ltd</b>		
Advances	335.00	335.00
<b>Walery Security Management Ltd</b>		
Equity Shares	6,573.12	6,885.19

**31) Contingent liabilities and commitments (to the extent not provided for):**
**(Rs. In Lakhs)**

Particulars	As at 31 March 2025	As at 31 March 2024
<b>i) Contingent liabilities :</b>		
a) Claims against the company not acknowledged as debt;	Nil	Nil
b) Guarantees-charge created on company's asset for third party loan	30000.00	38500.00
c) Other money for which the company is contingently liable.	Nil	Nil
Disputed tax demand in respect of Assessment Year 2015-16 (Rectification orders requested)	33.55	33.55
Disputed tax demand in respect of Assessment Year 2016-17 (appeal pending with CIT(A))	14.81	14.81
Disputed tax demand in respect of Assessment Year 2017-18	15.17	15.17
Appeal being filed in the Madras High Court		
<b>ii) Commitments:</b>		
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
<b>b) Uncalled liability on shares and other investments partly paid;</b>	Nil	Nil
<b>c) Other commitments (specify nature)</b>	Nil	Nil

**32) Corporate Social Responsibility**

Particulars	2024-25	2023-24
i) Amount required to be spent by the company during the year	-	13.90
ii) Amount of expenditure incurred		-
FY 2021-22	1.76	
FY 2022-23	1.26	
FY 2023-24	3.10	
iii) Shortfall at the end of the year	10.80	13.90
iv) Total of previous years shortfall	10.80	3.02
v) Reason for shortfall	The entire amount of 13.90 lakhs transferred to CSR unspent account with a scheduled bank.	The entire amount of 13.90 lakhs transferred to CSR unspent account with a scheduled bank.
vi) Nature of CSR activities	Construction of new toilets for students of Government Higher Secondary School in Chennai	Construction of new toilets for students of Government Higher Secondary School in Chennai
vii) Details of related party transactions	Nil	Nil
viii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, movement in the provision during the year	NA	NA

### 33) Analytical Ratios:

Analytical Ratios	2024-25	2023-24	Remarks	variance	Reasons for variance exceeding 25%
(a) Current Ratio	3.73	5.42	Current assets/current liabilities	(31.25%)	Redemption of Current Investment
(b)Debt Equity Ratio	NA	NA			
(c)Debt Service Coverage Ratio	NA	NA			
(d)Return on Equity	2.11%	0.28%	Net profit after tax/ shareholder funds*100	655.20%	Due to reversal of Deferred Tax
(e)Inventory Turnover Ratio	NA	NA			
(f)Trade Receivables Turnover Ratio	5.13	5.39	Revenue from operation/average receivables	(4.84%)	
(g)Trade Payables Turnover Ratio	NA	NA			
(h)Net Capital Turnover Ratio	1.01	0.59	Revenue from operations/( Current assets-Current liabilities)	71.99%	Increase in Manpower Turnover and Redemption of Current Investment
(i) Net Profit Ratio	0.19	0.03	Net Profit/Revenue from operations	532.88%	Due to reversal of Deferred Tax
(j)Return on capital employed	2.02%	0.26%	Net Profit/Total assets- current liabilities)	677.43%	Due to reversal of Deferred Tax
(k) Return on Investment	1.95%	0.25%	Net Profit/Total assets	678.61%	Due to reversal of Deferred Tax



- 34) The Company has a Group Gratuity Policy with LIC for payment gratuity under the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is based on the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The company has adopted a Group Gratuity Scheme for Employees with Life Insurance Corporation of India. The company makes contributions to Employees Gratuity Trust which has taken a Group Gratuity policy with LIC. The Below Mentioned Disclosure is as given based on Gratuity report provide by Life insurance corporation of India.

#### Reconciliation of the projected benefit obligations

(Rs. In Lakhs)

Name of the related party	As at 31 March 2025	As at 31 March 2024
<b>Change in present value of obligation:</b>		
Present value of Obligations at the beginning of the year	97.41	67.36
Current Service cost	36.28	23.62
Interest cost	7.06	4.89
Actuarial gain/(loss) on obligations	1.97	1.54
Benefits settled	(9.46)	-
<b>Present value of Obligations as at the end of the year</b>	<b>133.26</b>	<b>97.41</b>
<b>Change in plan assets:</b>		
Plans assets at the beginning of the year, at fair value	142.06	96.39
Expected return on plan assets	11.17	8.37
Contributions	44.56	37.30
Benefits settled	(9.46)	-
<b>Plans assets at year end, at fair value</b>	<b>188.33</b>	<b>142.06</b>
<b>Amounts to be recognised in Balance Sheet:</b>		
Present value of obligations as at the end of year	133.26	97.41
Fair value of plan assets as at the end of the year	188.33	142.06
Funded status	55.07	44.65
Net assety / liability recognised in balance sheet	55.07	44.65

#### Expense recognised in the statement of profit and loss and other comprehensive income:

<b>Gratuity cost for the year</b>		
<b>Included in profit and loss:</b>		
- Service cost	36.28	23.62
- Past service cost		
- Interest cost	7.06	4.89
<b>Net gratuity cost</b>	<b>43.34</b>	<b>28.51</b>
<b>Defined benefit obligation</b>		
<b>Assumptions</b>		
Discount rate	7.25%	7.25%
Salary escalation	5.00%	5.00%
Retirement age	58 years	58 years
Mortality table	LIC(2006-08) Ultimate	LIC(2006-08) Ultimate

### 35) Segment reporting

The companies reportable segments under IND AS 108 are as follows:

- 1) Rent and Maintenance of immovable properties
- 2) Manpower Services
- 3) Investment activities

The following is an analysis of the company's revenue and results from operations by reportable segments

(Rs. In Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>Segment Revenue:</b>		
a) Rent and Maintenance of immovable properties	753.49	712.35
b) Manpower Services	2,902.58	2,270.67
c) Investment activity	232.19	350.10
d) Unallocated Income	-	
<b>Total</b>	<b>3,888.26</b>	<b>3,333.12</b>
<b>Segment Profit:</b>		
a) Rent and Maintenance of immovable properties	362.09	307.93
b) Manpower Services	219.57	153.36
c) Investment activity	232.18	350.10
<b>Total</b>	<b>813.84</b>	<b>811.39</b>
Finance Cost	20.36	24.72
Other net unallocable(income)/expenses	539.73	542.08
Tax expenses	(440.40)	147.64
<b>Profit for the year</b>	<b>694.15</b>	<b>96.95</b>
<b>Segment Assets and Liabilities</b>		
<b>Segment Assets</b>		
a) Rent and Maintenance of immovable properties	7,620.50	7,056.98
b) Manpower Services	472.32	490.96
c) Investment activity	26,358.12	27,298.42
d) Unallocated Income	1,210.27	1,220.64
<b>Total</b>	<b>35,661.21</b>	<b>36,067.00</b>
<b>Segment Liabilities</b>		
a) Rent and Maintenance of immovable properties	325.53	330.76
b) Manpower Services	229.90	191.76
c) Unallocated	2,278.72	2,713.43
<b>Total Liabilities</b>	<b>2834.15</b>	<b>3235.95</b>

**Note: For the purpose of monitoring segment performance and allocating resources between segments:**

- 1) All assets are allocated to reportable segments as applicable
- 2) All liabilities are allocated to reportable segments as applicable

**36) Relationship with struck off companies as at 31/03/2025:**

Name of struck off company	Nature of transaction with struck off company	Balance Outstanding	Relationship with struck off company
NA	Investment in securities	NIL	NA
NA	Receivables	NIL	NA
NA	Payables	NIL	NA
AS per list given below *	Shares held by struck off companies		
NA	Other outstanding balance	NIL	NA

**\*Details of shares held by struck off Companies**

Name of Holder	No.of Shares	% of Total Holding
Harrington Investments Ltd	155,000	13.85%
Everest Investments Ltd	55,000	4.91%
Mercard Ltd	39,700	4.00%
Profad Ltd	12,648	0.73%
Aditya Financial Services P Ltd	8,400	0.49%
Conjeevaram Credits P Ltd	3,400	0.22%
Cowcoody Financials and Investments Ltd	1,600	0.12%
Synergy Finance and Leasing P LTD	1,500	0.13%
Vitaldev Investments P Ltd	1,350	0.12%
Nagarathar Finance & Leasing P Ltd	800	0.06%
Guru Trade Credits Private Ltd	700	0.05%
Binjani Investments and Leasing Private Ltd	500	0.00%
Startegy Investments & Consults P Ltd	500	0.02%
Totarams Investment & Finance Ltd	500	0.04%
Transcorp Financial Services Ltd	500	0.04%
Arvee Finance Private Ltd	450	0.01%
Bolshoi Investments P Ltd	400	0.04%
Mahodev Finance & Investments P Ltd	350	0.02%
Richfield Investments and Finance Limited	325	0.02%
Parshwanath Finance Ltd	300	0.03%
Kandathil Investments Promotion Ltd	250	0.01%
Mercury Software	250	0.02%
ACM Finance P Ltd	200	0.02%
Alpha Investments P Ltd	200	0.01%
Empire Finance Company Limited	200	0.00%
Instar Inv & Financial Consultantic	200	0.02%
"SuryaVision Private Limited"	200	0.02%
Emmess Financing Agencies P Ltd	150	0.01%
Beneeficent Housing & Allied Industries	125	0.01%
Ambika Estate Private Ltd	124	0.01%
Mohanrao Investments P Ltd	100	0.00%
Prakruthi Finnace Services Ltd	100	0.01%
Ranjani Investments P Ltd	100	0.01%
Sagothram Housing Investments Ltd	100	0.01%
Sri Siddhi Vinayak Shares Ltd	100	0.01%
Unique Business Private Ltd	100	0.01%
Kothari & Sons (Nominees ) P Ltd	88	0.01%
Navratna Investments P Ltd	74	0.00%
Alagu Investments P Ltd	50	0.00%
Sanmar Properties & Investments Ltd	50	0.00%
South India Invsts & Fin Cons Ltd	50	0.00%
Sundharama Private Ltd	50	0.00%
New Ambadi Investments P Ltd	25	0.00%
Madan Stock & Share Limited	24	0.00%
Madan Finsec Private Limited	13	0.00%
Pushkar Financial Services Ltd	8	0.00%
CRF Odd lot shares Private Limited	6	0.00%
ST Christophers Trang College	4	0.00%
Abirami Shares & Securities Private Limited	1	0.00%
<b>TOTAL</b>	<b>286,865</b>	<b>25.11%</b>

**37) Additional Regulatory Information Required under Division II to Schedule II of the Companies Act 2013**

Sl.No	Disclosure requirement as per Amended Schedule III	Remarks for Non Disclosure (If any)
1	Title deeds of Immovable Property not held in name of the Company	The Company does not have any immovable properties which are not held in its Own name, Hence disclosure under this clause is not applicable
2	Revaluation of Property , Plant & Equipment	The Company has revalued Property, Plant & Equipment, Refer note No.2(a).
3	Revaluation of Intangible Assets	The Company doesn't have any Intangible Assets, Hence disclosure under this clause is not applicable
4	Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties	<b>Refer Note No 8</b>
5	Capital-Work-in Progress (CWIP)	Nil
6	Intangible assets under development	Nil
7	Details of Benami Property held	The Company has no Benami Property
8	Borrowings from banks or financial institutions on the basis of security of current assets	The Company has no Borrowings from Banks or Financial institutions secured against Current Assets,Hence disclosure under this clause is not applicable
9	Wilful Defaulter	The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender, Hence disclosure under this clause is not applicable
10	Relationship with Struck off Companies	<b>Refer Note No 36</b>
11	Registration of charges or satisfaction with Registrar of Companies (ROC)	Complied With
12	Compliance with number of layers of companies	The Company is in Compliance with Number of layers of the Companies
13	Anyaltical Ratios	<b>Refer Note No 33</b>
14	Compliance with approved Scheme(s) of Arrangements	Not Applicable
15	Utilisation of Borrowed funds and share premium	The company has not borrowed any funds or received any share premium and hence this clause is not applicable.
16	Undisclosed income	Nil
17	Corporate Social Responsibility (CSR)	<b>Refer Note No 32</b>
18	Details of Crypto Currency or Virtual Currency	The Company has not Traded or invested in cryto currency or virtual currency, Hence disclosure under this clause is not applicable

**38)** The figures for the previous year have been regrouped / reclassified wherever necessary.

**INDEPENDENT AUDITOR'S REPORT**  
**TO THE MEMBERS OF MERCANTILE VENTURES LIMITED**  
**Report on the Audit of the Consolidated Financial Statements**

**Qualified Opinion**

We have audited the accompanying Consolidated financial statements of Mercantile Ventures Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries referred together as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Company as at March 31, 2025, the Consolidated profit and Consolidated total comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year ended on that date.

**Basis for Qualified Opinion :**

**We draw your attention to the following qualification to the audit opinion of the financial statements of M/s Walery Security Management Limited, Subsidiary of the Holding company (M/s Mercantile Ventures Limited) issued by an Independent firm of Chartered Accountants (R.G.N Price & Co) vide report dated 19-05-2025 reproduced by us as under:**

During the year, The Company holds, 10%/9% 2.20 crores nos. redeemable cumulative preference shares of nominal value Rs. 10 per share aggregating to Rs. 22 crores of a company, purchased at par, in respect of which dividends remain unpaid since FY 2019-20.

In the absence of valuation reports in support of the fair-market value of these investments, we were unable to assess either the arm's length nature of this acquisition or the carrying value of these investments in terms of the principles outlined in Ind AS 109 Financial Instruments and Ind AS 113 - Fair Value Measurement and its consequential impact on the results of the Company for the year ended March 31, 2025.

Further, during the previous year, the issuer company had raised a request for roll over for a further five-year term and the same has been agreed upon by the Company.

**Emphasis of Matter:**

1. We draw attention to Note No.36 in the attached Statement relating to proposed merger of the Company with i3 Security Private Limited. Our opinion is not modified in this regard.
2. We draw attention to Note 10 of the financial statements relating to unutilized Balance with Revenue authorities. Our opinion is not modified in this regard.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Results* section of our report. We are independent of the Group, its associates and jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

### **Management's Responsibility for the Financial Statements**

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Group in accordance with the IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated financial statements.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Other matters

- We did not the audit the financial information of Subsidiaries namely **M/s. Walery Security Management Limited** and groups Share of Profit/(Loss) **Rs. 878.91 lakhs** and Total Comprehensive income / (loss) of **(Rs. 293.70 Lakhs)** and **M/s. India Radiators Limited** and groups Share of Profit/(loss) **(Rs. 84.92 Lakhs)** and total comprehensive income/ (loss) of **(Rs. 84.92 Lakhs)** for the year ended 31st March 2025, has been considered in the Consolidated financial Statements. These Financial statements have been audited by other auditors whose reports have been furnished to us by the management and in our opinion the consolidated financial statements, in so far as it amounts and disclosures included in respect of these associates, and our report in the terms of the sub-section (3) and (11) of the section 143 of the act in so far as it relates to the aforesaid associate, is based solely upon the report of the other auditors and management representations.
- Our Opinion on the consolidated financial statements and our report on Other legal and regulatory requirements below, is not modified in the respect of the above matters with respect to our reliance on the work done and reports of the other auditors and the consolidated financial statements/information certified by the management.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report there on.

Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion there on.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information, Compare with the financial statements of subsidiaries audited by the other auditors, to the extent it relates to these entities and , in doing so, place reliance on the work of the other auditors. Other information so far it relates to the subsidiaries is traced from their financial statements audited by the other auditors. Therefore we have nothing to report in this regard.



## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of Parent as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Parent and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements.
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities

identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared or paid any dividend during the year Hence we have no comments on the compliance with section 123 of the Companies Act, 2013

With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, to which reporting under CARO is applicable, we report that M/s Walery Security Management Limited, Subsidiary of the Holding company (M/s Mercantile Ventures Limited) issued by an Independent firm of Chartered Accountants (R.G.N Price & Co) vide report dated 19-05-2025. The Company holds, 10%/9% 2.20 crores nos. redeemable cumulative preference shares of nominal value Rs. 10 per share aggregating to Rs. 22 crores of a company, purchased at par, in respect of which dividends remain unpaid since FY 2019-20. In the absence of valuation reports in support of the fair-market value of these investments, we were unable to assess either the arm's length nature of this acquisition or the carrying value of these investments in terms of the principles outlined in Ind AS 109 Financial Instruments and Ind AS 113 - Fair Value Measurement and its consequential impact on the results of the Company for the year ended March 31, 2025.

**For Venkatesh & Co**  
**Chartered Accountants**  
**FRN 004636S**

Sd/-

**CA Hrishikesh.D**  
**Partner**  
**M.No :272865**  
**UDIN:25272865BMLLAJ2918**

**Place: Chennai**  
**Date: 28/05/2025**

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of MERCANTILE VENTURES LIMITED of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Mercantile Ventures Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Venkatesh & Co**  
**Chartered Accountants**  
**FRN 004636S**

**Sd/-**

**CA. Hrishikesh.D**  
**Partner**  
**M.No :272865**  
**UDIN:25272865BMLLAJ2918**

**Date: 28/05/2025**  
**Place: Chennai**

Consolidated Balance Sheet as at 31 March 2025

(Rs. In Lakhs)

	Particulars	Notes	As at 31 March 2025	As at 31 March 2024
1)	<b>ASSETS</b>			
	<b>A) Non-Current Assets</b>			
	a) Property, Plant and Equipment			
	--- (i) Property, Plant and Equipment	2	9,140.82	8,709.40
	--- (ii) Investment Property	2A	-	28.91
	--- (ii) Goodwill		306.58	303.40
	b) Financial Assets			
	--- (i) Investments	3	22,271.05	15,992.80
	<b>Total Non Current Assets</b>		<b>31,718.45</b>	<b>25,034.51</b>
2)	<b>B) Current Assets</b>			
	a) Inventories	4	0.39	0.22
	b) Financial Assets			
	--- (i) Investments	5	9.69	1,548.65
	--- (ii) Trade Receivables	6	1,649.96	1,316.43
	--- (iii) Cash and Cash Equivalents	7	533.40	678.53
	--- (iv) Bank Balances other than (iii) above	7A	188.74	5,128.58
	--- (v) Loans	8	3,090.50	3,341.10
	--- (vi) Other current financial assets	9	467.18	1,303.51
	c) Current Tax Assets ( Net )	10	1,050.08	1,012.15
	d) Other current assets	11	350.51	275.48
	<b>Asset held for sale</b>	2B	-	41.95
	<b>Total Current Assets</b>		<b>7,340.45</b>	<b>14,646.60</b>
	<b>Total Assets</b>		<b>39,058.90</b>	<b>39,681.11</b>
	<b>EQUITY &amp; LIABILITIES</b>			
	<b>A) Equity</b>			
	a) Equity Share capital	12	11,191.82	11,191.82
	b) Other Equity	13	21,885.03	22,126.02
	c) Non-controlling interest		1,339.44	1,460.16
	<b>Total Equity</b>		<b>34,416.29</b>	<b>34,778.00</b>
	<b>B) Liabilities</b>			
1)	<b>Non - current liabilities</b>			
	a) Financial Liabilities			
	--- (i) Other financial liabilities	14	292.80	269.03
	b) Deferred tax liabilities (Net)	15	2,414.65	3,074.68
	<b>Total Non - Current Liabilities</b>		<b>2,707.45</b>	<b>3,343.71</b>
2)	<b>Current liabilities</b>			
	a) Financial Liabilities			
	--- (i) Trade Payables	16	-	-
	total outstanding dues of micro enterprises and small enterprises;		-	-
	total outstanding dues of creditors other than micro enterprises and small enterprises		30.87	48.93
	--- (ii) Other financial liabilities	17	123.49	141.93
	b) Other current liabilities -	18	227.55	161.67
	c) Provisions	19	1,553.25	1,206.87
	<b>Total Current Liabilities</b>		<b>1,935.16</b>	<b>1,559.40</b>
	<b>Total Equity &amp; Liabilities</b>		<b>39,058.90</b>	<b>39,681.11</b>

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

for Venkatesh & Co.,

Chartered Accountants

FRN: 004636S

Sd/-

CA Hrishikesh D

Partner

M No: 272865

UDIN: 25272865BMLLAJ2918

Place: Chennai

Date: 28 May 2025

for and on behalf of the board

Sd/-

E N Rangswami

Whole-time Director

DIN: 06463753

Sd/-

N Umasankar

Chief Financial Officer

Sd/-

B Narendran

Director

DIN:01159394

Sd/-

Obero Jangit M

Company Secretary

**Consolidated Statement of Profit and Loss for the year ended 31st March, 2025 (Rs. In Lakhs)**

Sl. No.	Particulars	Notes	31-Mar-25	31-Mar-24
I	Revenue from operations	20	<b>7,218.53</b>	6,038.97
II	Other Income	21	<b>1,286.99</b>	570.07
	<b>Total Income (I+II)</b>		<b>8,505.52</b>	6,609.04
III	<b>Expenses</b>			
	Cost of Operation	22	<b>2,772.90</b>	2,210.20
	Employee benefits expense	23	<b>3,539.96</b>	3,000.24
	Finance costs	24	<b>20.40</b>	133.86
	Depreciation and amortisation expense	2	<b>93.32</b>	98.93
	Other expenses	25	<b>769.71</b>	814.04
	<b>Total Expenses</b>		<b>7,196.31</b>	6,257.27
IV	Profit / (loss) before exceptional items and tax (I-IV)		<b>1,309.21</b>	351.77
V	Exceptional Items	26	-	985.50
VI	Profit / (loss) after exceptional items (V-VI)		<b>1,309.21</b>	(633.73)
VII	Tax Expense:			
	(1) Current Tax		<b>368.75</b>	204.51
	(2) Deferred Tax		<b>(686.08)</b>	(61.86)
VIII	Profit / (loss) for the period from continuing operations (VII-VIII)		<b>1,626.54</b>	(776.38)
	Profit / (loss) for the period from discontinued operations		<b>1.43</b>	19.45
	Tax Expenses for the period from Discontinued Operations		<b>0.37</b>	-
	Profit / (loss) from discontinued operations (after tax) (X-XI)		<b>1.06</b>	19.45
IX	<b>Profit (Loss) for the period (IX+XII)</b>		<b>1,627.60</b>	(756.93)
X	<b>Share of Profit from LLP/Partnership Firms</b>		<b>(4.98)</b>	(5.68)
XI	<b>Profit/(loss) for the period</b>		<b>1,622.62</b>	(762.61)
XII	<b>Non Controlling Interest</b>		-	(35.67)
XIII	<b>Profit/(loss) for the period</b>		<b>1,622.62</b>	(798.28)
	<b>Pre acquisition (profit)/loss for the period</b>		-	372.04
XIV	<b>Other Comprehensive Income</b>			
A)	i) Items that will not be reclassified to profit or loss		<b>(431.59)</b>	5,841.71
	ii) Income tax relating to items that will not be reclassified to Profit and loss		<b>40.10</b>	1,599.21
	Total Comprehensive Income for the period (XII+XIV) comprising profit / (loss) and others comprehensive income for the period		<b>1,150.93</b>	3,479.89
	- Attributable to Share Holders		<b>1,259.93</b>	3,816.26
	- Attributable to Share Holders - Pre - acquisition		-	(372.04)
	- Attributable to Non controlling interests		<b>(109.00)</b>	35.67
XVII	Earnings Per Share: (In ₹)			
	Basic - Continuing Operations		<b>1.55</b>	(0.66)
	Diluted - Continuing Operations		<b>1.55</b>	(0.66)
	Basic - Discontinued Operations		-	0.02
	Diluted - Discontinued Operations		-	0.02
	Basic EPS		<b>1.55</b>	(0.64)
	Diluted EPS		<b>1.55</b>	(0.64)

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

**for Venkatesh & Co.,**

Chartered Accountants

FRN: 004636S

Sd/-

**CA Hrishikesh D**

Partner

M No: 272865

UDIN: 25272865BMLLAJ2918

28th May 2025

Chennai.

for and on behalf of the board

Sd/-

**E N Rangaswami**

Whole-time Director

DIN: 06463753

Sd/-

**N Umasankar**

Chief Financial Officer

Sd/-

**B Narendran**

Director

DIN:01159394

Sd/-

**Oberoi Jangit M**

Company Secretary

Consolidated Statement of Changes in Equity for the year ended 31st March, 2025

(Rs. In Lakhs)

1. Equity share capital

Particulars	31-Mar-25	31-Mar-24
<b>Authorised Capital</b>		
11,50,90,000 Equity Shares of Rs.10/- each	11,509.00	11,509.00
1,50,00,000 Preference Shares of Rs.10/- each	1,500.00	1,500.00
<b>Total</b>	<b>13,009.00</b>	<b>13,009.00</b>
<b>Issued, Subscribed &amp; Paid-up Capital</b>		
11,19,18,195 Equity Shares of Rs.10/- each fully paid up	11,191.82	11,191.82
<b>Total</b>	<b>11,191.82</b>	<b>11,191.82</b>

Number of Equity Shares at the beginning and end of the current and previous reporting periods

Particulars	31-Mar-25		31-Mar-24	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the reporting period	11,19,18,195	11,191.82	11,19,18,195	11,191.82
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-
Changes in Equity Share Capital during the period	-	-	-	-
<b>Balance at the end of the reporting period</b>	<b>11,19,18,195</b>	<b>11,191.82</b>	<b>11,19,18,195</b>	<b>11,191.82</b>

2. Other Equity

Particulars	Reserves and Surplus							Total
	Capital Reserve	Securities Premium Reserve	General Reserves	Retained Earnings	Revaluation Surplus	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
<b>(1) Current reporting period</b>								
Balance as at 1 April 2024	1,188.14	12,252.47	375.60	3,840.45	181.06	4,700.92	(412.62)	<b>22,126.02</b>
Change /prior period adjustments	-	-	-	(1,290.72)	-	-	-	<b>(1,290.72)</b>
Profit for the year	-	-	-	1,622.64	-	(471.69)	-	<b>1,150.95</b>
Share of profit from LLP	-	-	-	-	-	-	-	<b>-</b>
Pre Acquisition Profit	-	-	-	-	-	-	-	<b>-</b>
Non Controlling Interest	-	-	-	(101.22)	-	-	-	<b>(101.22)</b>
Other comprehensive income	-	-	-	-	-	-	-	<b>-</b>
Any other changes	-	-	-	-	-	-	-	<b>-</b>
<b>Balance as at 31 March 2025</b>	<b>1,188.14</b>	<b>12,252.47</b>	<b>375.60</b>	<b>4,071.15</b>	<b>181.06</b>	<b>4,229.23</b>	<b>(412.62)</b>	<b>21,885.03</b>

Particulars	Reserves and Surplus							Total
	Capital Reserves	Securities Premium Reserves	General Reserves	Retained Earnings	Revaluation Surplus	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
<b>(2) Previous reporting period</b>								
Balance as at 1 April 2023	1,188.14	12,252.47	375.60	5,896.77	(954.96)	1,467.50	(285.68)	19,939.84
Change /prior period adjustments	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	(756.93)	-	-	-	(756.93)
Share of profit from LLP	-	-	-	(5.68)	-	-	-	(5.68)
Pre Acquisition Profit	-	-	-	372.04	-	-	-	372.04
Non Controlling Interest	-	-	-	(35.67)	-	-	-	(35.67)
Other comprehensive income	-	-	-	-	1,136.02	3,233.42	(126.94)	4,242.50
Any other changes	-	-	-	(1,630.08)	-	-	-	(1,630.08)
Balance as at 31st March 2024	1,188.14	12,252.47	375.60	3,840.45	181.06	4,700.92	(412.62)	22,126.02

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

**for Venkatesh & Co.,**

Chartered Accountants

FRN: 004636S

Sd/-

**CA Hrishikesh D**

Partner

M No: 272865

UDIN: 25272865BMLLAJ2918

28th May 2025

Chennai.

for and on behalf of the board

Sd/-

**E N Rangaswami**

Whole-time Director

DIN: 06463753

Sd/-

**B Narendran**

Director

DIN: 01159394

Sd/-

**N Umasankar**

Chief Financial Officer

Sd/-

**Obero Jangit M**

Company Secretary



**Consolidated Cash Flow Statement for the year ended 31 March 2025**

(Rs. In Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Net Profit before Taxation	1,309.22	4,039.99
<b>Adjustment for :</b>		
Depreciation	93.32	98.93
Dividend Income	(39.94)	(40.55)
Adjustments as per IND AS 109	(2,106.74)	-
Interest Income	(1,287.02)	(289.45)
Non Controlling Interest	109.00	1,815.99
Profit on sale of Asset / investments	(802.20)	(170.39)
Adjustment share of profit from former associate	-	(1,630.08)
Other Operating Income	(150.55)	(60.00)
<b>Cash Flow Before Working Capital changes:</b>	<b>(2,874.91)</b>	<b>3,764.44</b>
<b>Adjustment for :</b>		
[Increase]/decrease in Inventories	(0.17)	-
Increase/[decrease] Other Current liabilities	109.08	(22.46)
Increase/[decrease] Current provisions	403.93	(4.12)
Increase/[decrease] Trade payables	18.06	47.62
Increase/[decrease] Other current financial liabilities	(119.22)	83.29
Deferred Tax of Natrust	-	632.62
[Increase]/decrease in Other current tax assets	(38.61)	(71.46)
Goodwill	(3.18)	85.00
[Increase]/decrease in Trade Receivables	(333.54)	(359.33)
[Increase]/decrease in Other Current Assets	(72.66)	(26.04)
	<b>(2,911.22)</b>	<b>4,129.56</b>
<b>Less:</b>		
Tax Paid / (Refund)	(369.38)	(205.25)
<b>Net Cash Flow From Operating Activities (A)</b>	<b>(3,280.60)</b>	<b>3,924.31</b>
<b>Cash Flow from Investing Activities:</b>		
Proceeds from redemption of Mutual Fund	-	7,599.24
Loans and advances	363.48	(1,335.40)
Addition to Fixed Assets	(495.83)	(88.47)
Asset Held for sale	41.95	-
Non Current Investments	(6,278.22)	1,472.02
Current Investments	1,538.96	(8,892.72)
Income from Investments	2,279.73	560.39
Other financial assets	721.79	2,408.15
<b>Net Cash flow used in Investing Activities(B)</b>	<b>(1,828.14)</b>	<b>1,723.20</b>
<b>Cash Flow from Financing Activities</b>		
Long Term Liabilities	23.77	(57.06)
Unsecured Loans	-	(400.00)
<b>Net Cash used in Financing Activities (C)</b>	<b>23.77</b>	<b>(457.06)</b>
<b>Net Cash Flows during the year (A) + (B) + (C)</b>	<b>(5,084.97)</b>	<b>5,190.47</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents:</b>		
Opening Balance as at 01st April, 2024	5,807.11	616.64
Net Cash Flow during the year ended 31st March, 2025	(5,084.97)	5,190.47
<b>Closing Balance as at 31st March, 2025</b>	<b>722.14</b>	<b>5,807.11</b>

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

1. The cash flow statement has been prepared in accordance with the requirements of Indian Accounting Standards issued by the Institute of Chartered Accountants of India.
2. Cash flows have been reported using the indirect method, whereby the net profit is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments, segregating between cash flows.
3. Significant cash and cash equivalent balances held by the enterprise are available for use by the company.

**for Venkatesh & Co.,**  
Chartered Accountants  
FRN: 004636S

Sd/-  
**CA Hrishikesh D**  
Partner  
M No: 272865  
UDIN: 25272865BMLLAJ2918  
Place: Chennai.  
Date: 28 May 2025

for and on behalf of the board

Sd/-  
**E N Rangaswami**  
Whole-time Director  
DIN: 06463753  
Sd/-

**N Umasankar**  
Chief Financial Officer

Sd/-  
**B Narendran**  
Director  
DIN:01159394  
Sd/-  
**Oberoi Jangit M**  
Company Secretary

## CONSOLIDATED NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2025

### 1 Group Overview and Significant Accounting Policies

#### 1.1 Group Overview

Mercantile Ventures Limited (MVL) is a public limited company incorporated and domiciled in India and has its registered office at Chennai, Tamil Nadu, India. The Company's shares are listed in the BSE.

List of Subsidiaries with percentage Holding:

Name of the entity	Country of incorporation and other particulars	Type of Subsidiary	Holding (%)
i3 Security Pvt Ltd	A subsidiary of the company incorporated under the laws of India.	Wholly owned subsidiary	100.00
India Radiators Ltd	A subsidiary of the company incorporated under the laws of India.	Subsidiary	97.29*
Walery Security Management Ltd	A subsidiary of the company incorporated under the laws of India.	Subsidiary	80.60
Chitharanjan Developers LLP	A subsidiary of the company incorporated under the laws of India.	Wholly owned subsidiary	99.00

\* 1.71% of Equity Shares and 95.58% of voting rights through Preference Shares pursuant to Section 47(2) of the Companies Act, 2013.

#### 1.2 Basis of preparation of consolidated financial statements

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, the provisions of the Companies Act, 2013 ('Act') to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard which requires a change in the accounting policy hitherto in use.

#### 1.3 Basis of Consolidation (Ind AS 110):

The consolidated financial statements include the financial statements of Mercantile Ventures and all its subsidiaries. The consolidated financial statements are prepared on the following basis:

- The financial statements of the parent company and the subsidiaries have been combined on a line by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profit/losses in full in accordance with Ind AS110 for Consolidated Financial Statements. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.
- The excess of cost to the company of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies are made being an asset is recognized as "Goodwill" in the consolidated financial statements.
- The proportionate share of the Group's interest in associates is accounted under equity method of accounting in accordance with Ind AS 28 Investments in Associates and Joint Ventures.
- Minority interest in the net assets of consolidated subsidiaries consists of:
  - the amount of equity attributable to minorities at the date on which investment in a subsidiary is made;
  - the minorities' share of movements in equity since the date the parent subsidiary relationship came into existence.

Minority interest in share of net result for the year is identified and adjusted against the profit after tax.

- e) The Company has filed Scheme of Amalgamation with BSE for the merger of India Radiators Limited (Transferor Company) as approved in the Board Meeting held on 08th April 2025 and is pending for approval by the competent authority in terms of sections 230 to 237 of the Companies Act, 2013.

#### 1.4 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### 1.5 Inventories (Ind AS 2)

Inventories comprise security systems held for resale and are valued at the lower of cost and net realizable value, in accordance with the principles laid down under Indian Accounting Standard (Ind AS) 2 – Inventories. Cost includes all costs of purchase (including taxes and duties, net of recoverable GST), and other costs incurred in bringing the inventories to their present location and condition. The First-In, First-Out (FIFO) method is used to determine the cost of inventories. Net Realizable Value (NRV) is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. The Company periodically assesses inventories for obsolescence or slow-moving items, and appropriate write-downs are recognized in the Statement of Profit and Loss, if required.

#### 1.6 Cash Flow Statement (Ind AS 7)

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

#### 1.7 Accounting Policies, Changes in Accounting Estimates and Errors (Ind AS 8)

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

The Company selects and applies its accounting policies consistently for similar transactions, events, and conditions, unless Ind AS specifically requires or permits categorization and application of different policies for different transactions.

##### Changes in Accounting Policies

Changes in accounting policies are made only if:

- Required by an Ind AS; or
- Such a change results in the financial statements providing more reliable and relevant information.

When a change in accounting policy is applied:

- It is accounted for retrospectively unless otherwise stated.
- The comparative figures for prior periods are restated, and
- The cumulative effect, if any, is adjusted in the opening balance of retained earnings.

##### Changes in Accounting Estimates

Changes in accounting estimates (e.g., useful lives, bad debt provisions) are recognized prospectively:

- In the period of the change, if the change affects only that period; or
- In the period of the change and future periods, if the change affects both.

### Prior Period Errors

Material prior period errors are corrected retrospectively in the first set of financial statements approved after their discovery by:

- Restating the comparative amounts for the prior period(s) presented; or
- If the error occurred before the earliest prior period presented, restating the opening balances of assets, liabilities, and equity for the earliest period presented.

The nature of the error and the amount of the correction are disclosed in the notes to accounts.

## 1.8 Taxes on Income (Ind AS 12)

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

### • Current Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

### • Deferred Tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

### • Offsetting

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to offset current tax assets against current tax liabilities and they relate to income taxes levied by the same taxation authority.

## 1.9 Property Plant & Equipment (Ind AS 16)

The property, plant and equipment of the companies are all held at cost, except for land and building of the Company, which are recorded at fair value, with depreciation provided on the straight-line / WDV method over the estimated useful life of the assets. Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs

directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Amounts paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date and cost of property, plant, and equipment not ready for intended use before such date is disclosed under capital work-in-progress. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset, and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

Type of Assets	Period
Building	22 to 33 Years
Furniture and Fittings	10 Years
Office Equipment	5 Years
Computer	3 Years
Air conditioner	15 Years
Motor Vehicles	8 to 10 Years

#### 1.10 Employee Benefits: (Ind AS 19)

The Company has classified its employee benefits into the following categories:

##### 1. Short-Term Employee Benefits

Short-term employee benefits such as salaries, wages, bonus, ex-gratia, and non-monetary benefits are recognized as an expense in the Statement of Profit and Loss in the period in which the related service is rendered. These benefits are accounted for at undiscounted amounts.

##### 2. Defined Contribution Plans

The Company's contribution to provident fund and other funds governed by the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 is recognized as an expense in the Statement of Profit and Loss when the services are rendered by the employees.

##### 3. Defined Benefit Plans – Gratuity

The Company has a defined benefit gratuity plan which is funded through Gratuity Trust. The liability or asset recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

- The liability for defined benefit obligations is determined annually using the Projected Unit Credit Method.
- The present value of the obligation is determined by discounting the estimated future cash outflows using market yields on government bonds.
- The Company operates a separate gratuity trust. All payments are routed through LIC, and the fund is maintained by LIC as part of their policy management.

##### 4. Termination Benefits

Termination benefits are recognized as an expense in the period in which they are incurred.

## 5. Compensated absences:

The employees of the company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at the end of each financial year.

### 1.11 Effect of changes in foreign exchange rates (Ind AS 21)

- a) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction.
- b) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss except in case of long-term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

### 1.12 Earnings Per Share (EPS) (Ind AS 33)

In accordance with Ind AS 33 – Earnings Per Share, the Company presents Basic and Diluted Earnings Per Share for its equity shares.

- **Basic Earnings Per Share** is calculated by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.
- **Diluted Earnings Per Share** is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares, such as employee stock options, convertible debentures, or other instruments convertible into equity.
- The Company does not currently have any outstanding dilutive instruments; hence, Basic EPS and Diluted EPS are the same for all periods presented.

The earnings and the weighted average number of shares used in calculating basic and diluted EPS are disclosed in the Notes to Financial Statements.

### 1.13 Impairment of Assets: (Ind AS 36)

The Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU (Cash Generating Unit) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is adjusted to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

### 1.14 Provisions, Contingent Liabilities and Contingent Assets (Ind AS 37)

#### Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount of a provision is the best estimate of the expenditure expected to be required to settle the present obligation at the reporting date. Provisions are not recognized for future operating losses.

Where the effect of the time value of money is material, provisions are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

### **Contingent Liabilities**

A contingent liability is disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events but is not recognized because:

It is not probable that an outflow of resources will be required; or

The amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized but are disclosed in the notes to the financial statements unless the possibility of an outflow is remote.

### **Contingent Assets**

A contingent asset is disclosed where an inflow of economic benefits is probable but not recognized until the realization of income is virtually certain. When the inflow of benefit becomes virtually certain, the asset is recognized in the financial statements.

## **1.15 Segment Reporting (Ind AS 108)**

The Company operates in one primary business segment: Sale of Services and hence they are identified as reportable segments in accordance with Ind AS 108 – Operating Segments.

**Sale of Services:** This segment includes the provision of Renting of property and related services, Manpower supply services, and Facilities management services. The revenue under this segment is derived from contracts for rental and related services provided to clients.

### **Measurement and Reporting**

- Segment revenue, segment expenses, and segment results include respective amounts directly attributable to each segment and a portion of common costs allocated on a reasonable basis.
- Segment assets and liabilities are reported only to the extent they are regularly provided to the CODM.
- The accounting policies used for segment reporting are consistent with those followed in the preparation of the financial statements.

Disclosures relating to segment revenue, profit/loss, assets, and liabilities are made in the notes to accounts, along with reconciliations as required under Ind AS 108.

## **1.16 Financial Instruments: (Ind AS 109)**

### **Initial Recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Loans, borrowings and payables are recognised net of directly attributable transaction costs.

### **Subsequent Measurement**

**Financial Assets at Amortized Cost:** Includes trade receivables, loans and advances, and other receivables. These are measured at amortized cost using the effective interest method, where applicable.

**Financial Liabilities at Amortized Cost:** Includes borrowings, trade payables and other financial obligations.

### **Financial assets at fair value through other comprehensive income:**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

### **Financial assets at fair value through profit or loss:**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

### **Impairment of Financial Assets**

The Company applies the Expected Credit Loss (ECL) model for impairment of financial assets as per Ind AS 109. However, in practice, the following simplified approach is used:

#### **Trade Receivables (Sundry Debtors):**

A provision for expected credit losses is recognized at 10% of the outstanding balance for receivables that are outstanding for more than 2 years based on historical default rates and management's assessment.

#### **Loan Receivables:**

Similar to trade receivables, a 10% provision is made on loans receivable that remain outstanding for more than 2 years, considering credit risk and recovery experience.

No ECL is recognized on other financial assets due to their low credit risk and immaterial nature. This approach is reviewed periodically by management to ensure reasonableness.

### **Derecognition**

Financial Assets: Derecognized when contractual rights to receive cash flows expire or are transferred without retaining control or substantial risks and rewards.

## **1.17 Critical accounting estimates**

### **(a) Revenue recognition: (Ind AS 115 – Revenue from Contracts with Customers)**

Revenue is recognized upon the completion of services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services. The Company applies the five-step model under Ind AS 115 to recognize revenue:

- Identify the contract with the customer
- Identify the performance obligations
- Determine the transaction price
- Allocate the transaction price to performance obligations
- Recognize revenue when (or as) performance obligations are satisfied

### **(b) Expenditure:**

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities.

#### **● Sale of Services – Renting of property, Manpower Services and Facilities Management services**

Revenue from the above-mentioned services is recognized over time as the performance obligation is fulfilled, based on the terms of the rental and service agreement with the customer. The output method (e.g., time elapsed, milestones) is used to



measure progress towards complete satisfaction of the performance obligation. Revenue is recognized on an accrual basis in accordance with the contract terms, provided that control of the service has been transferred to the customer and recovery of consideration is probable.

- **Sale of Products – Security Systems and Equipment**

Revenue from the sale of products is recognized at a point in time when the control of the goods is transferred to the customer, usually upon delivery or installation (as per contract terms). The transaction price is determined net of discounts, rebates, and other price concessions, if any.

- **Other Income**

Interest Income: Recognized using the Effective Interest Rate (EIR) method in accordance with Ind AS 109 – Financial Instruments. This includes interest earned on fixed deposits and other interest-bearing instruments.

#### **1.18 Rounding of amounts:**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

Schedule of Property, Plant & Equipment and Companies Act, 2013 Depreciation for the Period ended 31st March, 2025

(Rs. In Lakhs)

2) Property, Plant & Equipment

Sl. No.	Particulars	Gross Block				Depreciation				Net Block	
		As on 01-04-2024	Additions	Deletions/ Adjustments	As on 31-03-2025	As on 01-04-2024	For the period	Deductions / Adjustments	As on 31-03-2025	As on 31-03-2025	As at 31-03-2024
1	Freehold Land #	7,324.10	478.76	-	7,802.86	-	-	-	-	7,899.76	7,324.10
2	Buildings	2,002.81	-	-	2,002.81	690.41	71.65	-	762.06	1,143.85	1,312.39
3	Computers	42.50	5.48	2.88	45.10	38.23	6.05	2.88	41.40	3.70	4.28
4	Airconditioners,etc	124.63	19.50	-	144.13	69.95	9.23	-	79.18	64.95	54.68
5	Furniture and Fixtures	193.23	15.40	-	208.63	191.07	0.37	-	191.44	17.19	2.17
6	Office Equipments	28.21	5.60	-	33.81	27.35	2.70	-	30.05	3.76	0.86
7	Motor Vehicle	11.66	-	-	11.66	1.04	3.32	-	4.36	7.30	10.62
8	Plant & Machinery	0.38	-	-	0.38	0.36	-	-	0.36	0.02	0.02
9	Electrical Installation	5.87	-	-	5.87	5.58	-	-	5.58	0.29	0.28
	Total	9,733.39	524.74	2.88	10,255.25	1,023.99	93.32	2.88	1,114.43	9,140.82	8,709.40
	Previous Year	8,197.45	1,632.84	96.90	9,733.39	924.36	99.63	-	1,023.99	8,709.40	7,272.59

2A) Investment Property

Sl. No.	Particulars	Gross Block				Depreciation				Net Block	
		As on 01-04-2024	Additions	Deletions/ Adjustments	As on 31-03-2025	As on 01-04-2024	For the period	Deductions / Adjustments	As on 31-03-2025	As on 31-03-2025	As at 31-03-2024
1	Investment Property	49.87	-	49.87	-	20.96	-	20.96	-	-	28.91
	<b>Total</b>	<b>49.87</b>	<b>-</b>	<b>49.87</b>	<b>-</b>	<b>20.96</b>	<b>-</b>	<b>20.96</b>	<b>-</b>	<b>-</b>	<b>28.91</b>

2B) Asset held for sale

Sl. No.	Particulars	Gross Block				Depreciation			Net Block	
		As on 01-04-2024	Additions	Deletions/ Adjustments	As on 31-03-2025	As on 01-04-2024	For the period	Deductions / Adjustments	As on 31-03-2025	As at 31-03-2024
1	Building held for sale	73.16	-	73.16	-	31.21	-	31.21	-	41.95
	<b>Total</b>	<b>73.16</b>	<b>-</b>	<b>73.16</b>	<b>-</b>	<b>31.21</b>	<b>-</b>	<b>31.21</b>	<b>-</b>	<b>41.95</b>

Note:

# The addition relates to change in fair value of the properties based on valuation by a registered valuer.

### 3) Non - Current investments:

(Rs. In Lakhs)

S. No.	Name of the investee	Nature of relationship (Subsidiary / Associate / JV / Others)	Face Value (Rs.)	No. of Shares	As at 31st Mar 2025	No. of Shares	As at 31st Mar 2024
	Investments in Equity instruments- fully paid up at fair value through Other Comprehensive Income						
	<b>Quoted</b>						
1	Sical Logistics Ltd	Others	10	840	0.69	12,600	1.50
2	Sicagen India Ltd	Others	10	9,89,510	608.94	9,89,510	584.01
3	Southern Petrochemical Industries Corporation Ltd	Others	10	8,53,810	690.91	8,53,810	599.97
4	Tamil Nadu Petroproducts Ltd	Others	10	2,01,000	138.71	2,01,000	156.96
5	Manali Petrochemicals	Others	5	51,87,310	2,914.24	24,97,810	1,403.77
6	TTK Prestige Ltd Shares	Others	1	1,000	5.95	1,000	6.71
7	Integrated Digital Info Services Ltd	Others	10	200	-	-	-
8	Sterlite Technologies Ltd	Others	2	-	-	-	-
9	Kumbhat Financial Services Ltd	Others	10	10,100	1.88	200	1.59
10	Tuticorin Alkali Chemicals and Fertilisers Ltd	Others	10	1,97,78,340	15,411.28	1,37,71,072	11,040.29
	<b>Sub Total - (A)</b>				<b>19,772.60</b>		<b>13,794.80</b>
	<b>Unquoted</b>						
1	The Express Carriers Limited	Others	10	100,000	1.00	100,000	1.00
2	Agrimarine Exports Ltd	Others	10	8,000	-	8,000	-
3	AM Foundation	Others	10	1,200	-	1,200	-
	<b>Sub Total - (B)</b>				<b>1.00</b>		<b>1.00</b>
	<b>Total (C) : (A) + (B)</b>				<b>19,773.60</b>		<b>13,795.80</b>
	<b>Investments in Preference Shares</b>						
1	EDAC Engineering Ltd	Others	10	2,20,00,000	2,200.45	1,90,00,000	1,900.00
	<b>Sub Total - (D)</b>				<b>2,200.45</b>		<b>1,900.00</b>
	<b>Investment in capital of LLP- at cost</b>						
1	Chitharanjan Developers LLP *	Subsidiary			297.00		297.00
	<b>Sub Total - (E)</b>				<b>297.00</b>		<b>297.00</b>
	<b>Net Value of Investments (C)+(D)+(E)</b>				<b>22,271.05</b>		<b>15,992.80</b>

#### Details of Investment in LLP:

Names of Partners	31.3.2025		31.3.2024	
	Capital	Share of Profit	Capital	Share of Profit
Mercantile Ventures Limited	297.00	99%	297.00	99%
V.Rajagopal	3.00	1%	3.00	1%
<b>Total</b>	<b>300.00</b>	<b>100%</b>	<b>300.00</b>	<b>100%</b>

#### 4) Inventories

(Rs. In Lakhs)

Particulars	As at 31.3.2025	As at 31.3.2024
Finished Goods	0.39	0.22
<b>Total</b>	<b>0.39</b>	<b>0.22</b>

#### 5) Current Investments

UTI Money Market Fund _Regular Plan_Growth (121363 units)	9.69	1,248.20
10% Redeemable Preference shares of Rs10 each in Edac Engineering Ltd	-	300.45
<b>Total</b>	<b>9.69</b>	<b>1,548.65</b>

#### 6) Trade Receivables

<b>Unsecured, Considered Good:</b>		
Receivables outstanding for less than 6 months	1,556.13	1,258.21
Receivables outstanding for more than 6 months	93.83	58.22
	<b>1,649.96</b>	<b>1,316.43</b>
<b>Doubtful:</b>		
Receivables outstanding for less than 6 months	-	-
Receivables outstanding for more than 6 months	-	-
<b>Total</b>	<b>1,649.96</b>	<b>1,316.43</b>

Trade receivables ageing schedule for the year ended as on March 31, 2025 and March 31, 2024:

Particulars	Less than 6 months					Total
		6 months - 1 year	1 - 2 years	2-3 Years	More than 3 Years	
Undisputed Trade receivables - Considered good	1,556.13	44.05	14.25	12.38	23.15	1,649.96
(Previous Year figures)	1,258.21	58.22	-	-	-	1,316.43
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-
(Previous Year figures)	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(Previous Year figures)	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>1,556.13</b>	<b>44.05</b>	<b>14.25</b>	<b>12.38</b>	<b>23.15</b>	<b>1,649.96</b>
(Previous Year figures)	1,258.21	58.22	-	-	-	1,316.43

## 7) Cash & Cash Equivalents

Particulars	As at 31.3.2025	As at 31.3.2024
Cash on Hand	0.40	0.80
Balances with banks -> In current accounts	533.00	677.73
<b>Total</b>	<b>533.40</b>	<b>678.53</b>

## 7A) Bank Balances other than(iii) above

Earmarked Fixed Deposits	188.74	5,128.58
<b>Total</b>	<b>188.74</b>	<b>5,128.58</b>

## 8) Loans

Loans and Advances-Related parties	112.88	93.16
Loans and Advances-Others	2,260.02	2,598.77
Inter Corporate Deposits (Net of Provisions)	717.60	649.17
<b>Total</b>	<b>3,090.50</b>	<b>3,341.10</b>

## 9) Other current financial assets

<b>Unsecured, Considered good:</b>		
Other Advances	453.48	1,290.36
Security Deposits	13.31	12.15
GST Input Credit & Cash Ledger Balance	-	0.76
Staff Salary Advance	0.39	0.24
<b>Total</b>	<b>467.18</b>	<b>1,303.51</b>

## 10) Current Tax assets (Net )

Advance income tax	1,050.08	1,012.15
<b>Total</b>	<b>1,050.08</b>	<b>1,012.15</b>

## 11) Other Current Assets

Chitaranjan Developers LLP - Current Account	22.32	13.95
Balance with government authorities	324.32	216.33
Other Advances	3.87	45.20
<b>Total</b>	<b>350.51</b>	<b>275.48</b>

## 12) Equity Share Capital

(Rs. In Lakhs)

Particulars	As at 31.3.2025	As at 31.3.2024
<b>Authorised Capital</b>		
11,50,90,000 Equity Shares of Rs.10/- each	11,509.00	11,509.00
1,50,00,000 Preference Shares of Rs.10/- each	1,500.00	1,500.00
<b>Total</b>	<b>13,009.00</b>	<b>13,009.00</b>
<b>Issued, Subscribed &amp; Paid-up Capital</b>		
11,19,18,195 Equity Shares of Rs.10/- each fully paid up	11,191.82	11,191.82
<b>Total</b>	<b>11,191.82</b>	<b>11,191.82</b>

### Number of Equity Shares at the beginning and end of the current and previous reporting periods

Particulars	31-Mar-25		31-Mar-24	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the reporting period	11,19,18,195	11,191.82	11,19,18,195	11,191.82
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-
Changes in Equity Share Capital during the period	-	-	-	-
<b>Balance at the end of the reporting period</b>	<b>11,19,18,195</b>	<b>11,191.82</b>	<b>11,19,18,195</b>	<b>11,191.82</b>

### Details of Shareholders holding more than 5% shares in the company

Name of the Shareholder	31-Mar-25		31-Mar-24	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Trinity Auto Points Limited	2,09,56,000	18.72%	2,09,56,000	18.72%
South India Travels Private Limited	1,86,12,086	16.63%	1,86,09,156	16.63%
Golden Star Assets Consultants Private Limited	1,43,96,000	12.86%	1,43,96,000	12.86%
Southern Petrochemical Industries Corporation Limited	1,50,28,000	13.43%	1,50,28,000	13.43%
Ranford Investments Limited	78,07,955	6.98%	78,07,955	6.98%
Dornolly Investments Limited	64,37,000	5.75%	64,37,000	5.75%
Sicagen India Limited	77,23,005	6.90%	77,23,005	6.90%

### Shareholding of Promoter as at 31/03/2025

Name of the Promoter	No. of shares	% of total shares	% Change during the year	Remarks
Mr AC Muthiah	13,068	0.01%	-	Promoter Group
Mr AL Vadivelu	8,144	0.01%	-	Promoter
Mr Ashwin C Muthiah	230	-	-	Promoter Group
Trinity Auto Points Ltd	2,09,56,000	18.72%	-	Promoter Group
South India Travels Private Ltd	1,86,12,086	16.63%	-	Promoter
Golden Star assets Consultants Private Ltd	1,43,96,000	12.86%	-	Promoter Group
Ranford Investments Ltd	78,07,955	6.98%	-	Promoter
Dornolly Investments Ltd	64,37,000	5.75%	-	Promoter
Twinshield Consultants Private Ltd	52,81,899	4.72%	-	Promoter Group
Sicagen India Ltd	77,23,005	6.90%	-	Promoter
First Leasing Company of India Ltd	1,77,250	0.16%	-	Promoter
Navia Markets Ltd	11,600	0.01%	-	Promoter
	8,14,24,237	72.75%		

(Rs. In Lakhs)

## 13) Other Equity

Particulars	Reserves and Surplus							Total
	Capital Reserve	Securities Premium Reserve	General Reserves	Retained Earnings	Revaluation Surplus	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
<b>(1) Current reporting period</b>								
Balance as at 1 April 2024	1,188.14	12,252.47	375.60	3,840.45	181.06	4,700.92	(412.62)	22,126.02
Change /prior period adjustments	-	-	-	(1,290.72)	-	-	-	(1,290.72)
Profit for the year	-	-	-	1,622.64	-	(471.69)	-	1,150.95
Share of profit from LLP	-	-	-	-	-	-	-	-
Pre Acquisition Profit	-	-	-	-	-	-	-	-
Minority Interest	-	-	-	(101.22)	-	-	-	(101.22)
Other comprehensive income	-	-	-	-	-	-	-	-
Any other changes	-	-	-	-	-	-	-	-
<b>Balance at the End of the Current Reporting Period</b>	<b>1,188.14</b>	<b>12,252.47</b>	<b>375.60</b>	<b>4,071.15</b>	<b>181.06</b>	<b>4,229.23</b>	<b>(412.62)</b>	<b>21,885.03</b>
<b>(2) Previous reporting period</b>								
Balance as at 1 April 2023	1,188.14	12,252.47	375.60	5,896.77	(954.96)	1,467.50	(285.68)	19,939.84
Change /prior period adjustments	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	(756.93)	-	-	-	(756.93)
Share of profit from LLP	-	-	-	(5.68)	-	-	-	(5.68)
Pre Acquisition Profit	-	-	-	372.04	-	-	-	372.04
Minority Interest	-	-	-	(35.67)	-	-	-	(35.67)
Other comprehensive income	-	-	-	-	1,136.02	3,233.42	(126.94)	4,242.50
Any other changes	-	-	-	(1,630.08)	-	-	-	(1,630.08)
<b>Balance at the End of the Previous Reporting Period</b>	<b>1,188.14</b>	<b>12,252.47</b>	<b>375.60</b>	<b>3,840.45</b>	<b>181.06</b>	<b>4,700.92</b>	<b>(412.62)</b>	<b>22,126.02</b>

#### 14) Other financial liabilities

(Rs. In Lakhs)

Particulars	As at 31.3.2025	As at 31.3.2024
Rent Deposit	292.80	269.03
<b>Total</b>	<b>292.80</b>	<b>269.03</b>

#### 15) Deferred Tax Liabilities

Deferred Tax Liabilities	2,414.65	3,074.68
<b>Total</b>	<b>2,414.65</b>	<b>3,074.68</b>

#### 16) Trade Payables

total outstanding dues of micro enterprises and small enterprises; and	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises (#)	30.87	48.93
<b>Total</b>	<b>30.87</b>	<b>48.93</b>

# Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. There is no interest due and outstanding as on the reporting date.

#### Trade payables ageing schedule for the year ended as on March 31, 2025 and March 31, 2024:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	30.87	-	-	-	30.87
(Previous Year)	48.93	-	-	-	48.93
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>30.87</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30.87</b>
(Previous Year)	48.93	-	-	-	48.93

#### 17) Other Financial Liabilities

Other Payables	121.82	56.10
Advance from customers	1.67	0.39
Inter corporate deposits & advances	-	85.44
<b>Total</b>	<b>123.49</b>	<b>141.93</b>

#### 18) Other Current Liabilities

Duties and Taxes	221.05	161.67
Others Payable	6.50	-
<b>Total</b>	<b>227.55</b>	<b>161.67</b>

#### 19) Provisions

Provision for Tax	1,027.01	899.77
Provision for Employee Benefits	526.24	307.10
<b>Total</b>	<b>1,553.25</b>	<b>1,206.87</b>



## 20) Revenue from Operations

(Rs. In Lakhs)

Particulars	Year ended 31.3.2025	Year ended 31.3.2024
Sale of Services	3,509.25	3,061.47
Sale of Products	46.88	38.87
<b>Other Operating Revenues</b>		
1. Rent and Maintenance	759.84	553.17
2. Maintenance Charges	-	114.79
3. Manpower Supply services	2,902.56	2,270.67
<b>Total</b>	<b>7,218.53</b>	<b>6,038.97</b>

## 21) Other Income

Interest Income	294.30	289.45
Dividend Income	39.94	40.55
Non-Operating Income	150.55	69.68
Profit on Sale of Asset	802.20	170.39
<b>Total</b>	<b>1,286.99</b>	<b>570.07</b>

## 22) Cost of Operations

Cost of manpower	2,326.50	1,912.65
Cost of maintenance	95.42	62.66
Facility Management Service Expenses	316.46	204.66
Cost of Goods Sold	34.52	30.23
<b>Total</b>	<b>2,772.90</b>	<b>2,210.20</b>

## 23) Employee Benefits Expense

Salaries and wages	3,193.72	2,594.07
Contribution to Provident and other funds	314.30	274.72
Staff Welfare Expenses	31.94	131.45
<b>Total</b>	<b>3,539.96</b>	<b>3,000.24</b>

## 24) Finance Costs

Interest Expenses	-	4.43
Bank Charges	0.04	0.40
Unwinding Interest (IND AS Adjustment)	20.36	129.03
<b>Total</b>	<b>20.40</b>	<b>133.86</b>

**25) Other Expenses**
**(Rs. In Lakhs)**

Particulars	Year ended 31.3.2025	Year ended 31.3.2024
Auditors Remuneration		
--> Statutory Audit fee	13.00	14.10
--> Other Services	2.60	-
Advertisement Expenses	5.18	3.97
Bad Debts	0.63	0.51
Brokerage Charges	7.25	-
Contribution to CSR Activities	-	14.62
Director Sitting Fees	13.75	7.50
Director Remuneration fee	-	63.24
Expected credit loss on advances	352.39	353.74
Miscellaneous Expenditure	61.80	31.16
General Expenses	7.87	0.36
Professional and Consultancy Charges	27.02	40.66
Insurance	1.40	1.83
Interest on income tax	-	-
Postage, Telephone & Courier charges	3.22	6.34
Printing and Stationery	7.44	7.87
Power and Fuel	19.97	21.16
Rent, Rates & Taxes	136.80	99.73
Repairs & Maintenance	86.44	125.98
Security Charges Puzhal	-	-
Telephone Expenses	2.41	-
Travelling and Conveyance	18.00	21.27
Write off of rental Income	2.54	-
<b>Total</b>	<b>769.71</b>	<b>814.04</b>

**26) Exceptional Items**

Particulars	31-Mar-25	31-Mar-24
Exceptional Items	-	985.50
<b>Total</b>	<b>-</b>	<b>985.50</b>

This represents Professional and other payments of Rs 985.50 lakhs made during 2023-24 by an unlisted subsidiary to its former employees and Directors for past services rendered.

## 27) Deferred Tax Computation

(Rs. In Lakhs)

Deferred Tax	Year ended 31.3.2025	Year ended 31.3.2024
<b>Components of Deferred Tax</b>		
Deferred Tax Liabilities	<b>3,313.67</b>	3,657.90
Deferred tax Assets	<b>899.02</b>	583.22
<b>Deferred Tax Liabilities (Net)</b>	<b>2,414.65</b>	3,074.68

## 28) Expenditure in foreign currency during the current period

Expenditure in foreign currency during the current period	<b>NIL</b>	USD 23,18,694
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## 29) Earnings in Foreign Exchange received during the current period

Earnings in Foreign Exchange received during the current period	<b>NIL</b>	NIL
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30) "As per IND AS 24- ""Related party disclosures"", the disclosures of transactions with the related parties are given below:"

### 1) List of Related Parties:

Name of the related party	Relationship
i3 Security Private Limited	Subsidiary Company
India Radiators Limited	Subsidiary Company
South India Travels Private Ltd	Promoter Company
Southern Petrochemical Industries Corporation Ltd	More than 10% Sharholding
Sicagen India Ltd	Promoter Company
Chitaranjan Developers LLP	Subsidiary Company
Walery Security Management Ltd(formerly known as National Trust Housing Finance Limited)	Subsidiary Company
AMI Holdings Private Limited	Companies with Common Directorship
Trinity Autopoints Limited	Promoter Group
B.Narendran	Director
A L Chandramouli	Director
Sashikala Srikanth	Director
M. S. Niranjn	Director
Rita Chandrasekar	Director
G,D.Sharma	Director
K.Gopalakrishnan	Director
Mr. E.N. Rangaswami, Whole-time Director	Whole Time Director

(ii) Transactions with Related Parties:

(Rs. In Lakhs)

Name of the related party	FY 2024 - 25	FY 2023 - 24
<b>Chitaranjan Developers LLP:</b>		
Loans & Advances	5.63	6.01
Receipts in current account	-	180.50
<b>South India Travels Private Ltd</b>		
Purchase of shares	-	407.00
Interest on Inter Corporate Deposit paid to M/s. Walery Security Management Limited	2.96	
<b>Sicagen India Ltd</b>		
Lease Rent, Maintenance and Manpower Supply Services	141.04	182.57
<b>Southern Petrochemical Industries Corporation Ltd</b>		
Lease Rent, Maintenance and Manpower Supply Services	1,002.94	1,004.29
<b>Trinity Auto Points Limited</b>		
Interest on Inter Corporate Deposit paid to M/s. Walery Security Management Limited	35.00	-
<b>AMI Holdings Private Limited</b>		
Lease Rent, Maintenance and Manpower Supply Services	0.89	0.83
<b>Mr. E.N. Rangaswami,</b>		
Remuneration to Director	61.60	60.00
<b>Sitting fees to Directors</b>		
B.Narendran	2.75	1.50
G.D.Sharma	2.75	1.50
K.Gopalakrishnan	2.75	1.50
A L Chandramouli	2.75	1.50
Sashikala Srikanth	2.75	1.50
M. S. Niranjana	-	-
Rita Chandrasekar	-	-

**(iii) Balances of Related Parties:**

**(Rs. In Lakhs)**

<b>Name of the related party</b>	<b>As at 31-3-2025</b>	<b>As at 31-3-2024</b>
<b>Chitaranjan Developers LLP:</b>		
Investment in capital	<b>297.00</b>	297.00
Loans and advances	-	7.72
Current Account	<b>22.32</b>	13.95
<b>Southern Petrochemical Industries Corporation Ltd</b>		
Trade Receivables	<b>299.75</b>	211.02
<b>Sicagen India Ltd</b>		
Trade Receivables	<b>25.41</b>	21.97
<b>South India Travels Private Ltd</b>		
Advances	<b>335.00</b>	335.00
Inter Corporate Deposit received from M/s. Walery Security Management Limited	<b>75.00</b>	-
Interest Accrued on Inter Corporate Deposit received from M/s. Walery Security Management Limited	-	-
<b>Trinity Auto Points Limited</b>		
Inter Corporate Deposit received from M/s. Walery Security Management Limited	<b>500.00</b>	500.00
Interest Accrued on Inter Corporate Deposit received from M/s. Walery Security Management Limited	<b>35.00</b>	-

**31) Contingent liabilities and commitments (to the extent not provided for):**
**(Rs. In Lakhs)**

Name of the related party	As at 31-3-2025	As at 31-3-2024
<b>i) Contingent liabilities :</b>		
a) Claims against the company not acknowledged as debt;	Nil	Nil
b) Guarantees-charge created on company's asset for third party loan	30000.00	38500.00
c) Other money for which the company is contingently liable.	Nil	Nil
Disputed tax demand in respect of Assessment Year 2015-16 ( Rectification orders requested)	33.55	33.55
Disputed tax demand in respect of Assessment Year 2016-17 (appeal pending with CIT(A)	14.81	14.81
Disputed tax demand in respect of Assessment Year 2017-18	15.17	15.17
Appeal being filed in the Madras High Court		
<b>ii) Commitments:</b>		
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
b) Uncalled liability on shares and other investments partly paid;	Nil	Nil
c) Other commitments (specify nature)	Nil	Nil

**32) Corporate Social Responsibility**

Particulars	2024-25	2023-24
i) Amount required to be spent by the company during the year	-	13.90
ii) Amount of expenditure incurred #		-
FY 2021-22	1.76	
FY 2022-23	1.26	
FY 2023-24	3.10	
iii) Shortfall at the end of the year	10.80	13.90
iv) Total of previous years shortfall	10.80	3.02
v) Reason for shortfall	The entire amount of 13.90 lakhs transferred to CSR unspent account with a scheduled bank	The entire amount of 13.90 lakhs transferred to CSR unspent account with a scheduled bank
vi) Nature of CSR activities	Construction of new toilets for students of Government Secondary School in Chennai	construction of new toilets for students of Government Secondary School in Chennai
vii) Details of related party transactions	Nil	Nil
viii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, movement in the provision during the year	NA	NA

# Spent during FY 2024-25

### 33) Analytical Ratios

Analytical Ratios	2024-25	2023-24	Remarks	variance	Reasons for variance exceeding 25%
(a) Current Ratio	<b>3.79</b>	9.39	Current assets/current liabilities	(59.61%)	Redemption of Current Investment and Fixed Deposits for investing in Non- current Investments.
(b) Debt Equity Ratio	<b>NA</b>	NA			
(c) Debt Service Coverage Ratio	<b>NA</b>	NA			
(d) Return on Equity	<b>4.92%</b>	(2.27%)	Net profit after tax/ shareholder funds*100	(316.60%)	Due to reversal of Deferred Tax and Exceptional expenditure incurred in 2023-24
(e) Inventory Turnover Ratio	<b>NA</b>	NA			
(f) Trade Receivables Turnover Ratio	<b>4.87</b>	5.31	Revenue from operation/average receivables	(8.39%)	
(g) Trade Payables Turnover Ratio	<b>NA</b>	NA			
(h) Net Capital Turnover Ratio	<b>1.34</b>	0.46	Revenue from operations/( Current assets-Current liabilities)	189.41%	Increase in Manpower Turnover and Redemption of Current Investment
(i) Net Profit Ratio	<b>0.23</b>	(0.13)	Net Profit/Revenue from operations	(279.89%)	Due to reversal of Deferred Tax and Exceptional expenditure incurred in 2023-24
(j) Return on capital employed	<b>4.38%</b>	(1.99%)	Net Profit/Total assets-current liabilities)	(320.81%)	Due to reversal of Deferred Tax and Exceptional expenditure incurred in 2023-24
(k) Return on Investment	<b>4.17%</b>	(1.91%)	Net Profit/Total assets	(318.45%)	Due to reversal of Deferred Tax and Exceptional expenditure incurred in 2023-24

- 34) The Company has a Group Gratuity Policy with LIC for payment gratuity under the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is based on the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The company has adopted a Group Gratuity Scheme for Employees with Life Insurance Corporation of India. The company makes contributions to Employees Gratuity Trust which has taken a Group Gratuity policy with LIC.. The Below Mentioned Disclosure is as given based on Gratuity report provide by Life insurance corporation of India

**Reconciliation of the projected benefit obligations**

(Rs. In Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Change in present value of obligation:</b>		
Present value of Obligations at the beginning of the year	97.41	67.36
Current Service cost	36.28	23.62
Interest cost	7.06	4.89
Acturial gain/(loss) on obligations	1.97	1.54
Benefits settled	(9.46)	-
<b>Present value of Obligations as at the end of the year</b>	<b>133.26</b>	<b>97.41</b>
<b>Change in plan assets:</b>		
Plans assets at the beginning of the year, at fair value	142.06	96.39
Expected return on plan assets	11.17	8.37
Contributions	44.56	37.30
Benefits settled	(9.46)	-
<b>Plans assets at year end, at fair value</b>	<b>188.33</b>	<b>142.06</b>
<b>Amounts to be recognised in Balance Sheet</b>		
Present value of obligations as at the end of year	133.26	97.41
Fair value of plan assets as at the end of the year	188.33	142.06
Funded status	55.07	44.65
Net assety/liability recognised in balance sheet	55.07	44.65

**Expense recognised in the statement of profit and loss and other comprehensive income:**

<b>Gratuity cost for the year</b>		
<b>Included in profit and loss:</b>		
- Service cost	36.28	23.62
- Past service cost		
- Interest cost	7.06	4.89
<b>Net gratuity cost</b>	<b>43.34</b>	<b>28.51</b>
<b>Defined benefit obligation</b>		
<b>Assumptions</b>		
Discount rate	7.25%	7.25%
Salary escalation	5.00%	5.00%
Retirement age	58 years	58 years
Mortality table	LIC(2006-08) Ultimate	LIC(2006-08) Ultimate



### 35) Segment reporting

The companies reportable segments under IND AS 108 are as follows:

- 1) Rent and Maintenance of immovable properties
- 2) Manpower Services
- 3) Investment activities

The following is an analysis of the company's revenue and results from operations by reportable segments

(Rs. In Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>Segment Revenue:</b>		
a) Rent and Maintenance of immovable properties	759.81	718.68
b) Manpower Services	2,902.56	2,270.67
c) Security Services	3,556.14	3,049.62
<b>Others</b>		
d) Investment activity	1,286.99	570.07
e) Unallocated Income	-	-
<b>Income from Operations</b>	<b>8,505.53</b>	<b>6,609.04</b>
<b>Segment Profit for each segments</b>		
a) Rent and Maintenance of immovable properties	408.47	358.73
b) Manpower Services	219.56	153.36
c) Security Services	138.02	147.88
d) Investment activity	1,286.99	570.08
<b>Total</b>	<b>2,053.04</b>	<b>1,230.05</b>
Finance Cost	20.40	133.86
Other net unallocable(income)expenses	723.43	1,729.92
<b>Profit before tax</b>	<b>1,309.21</b>	<b>(633.73)</b>
Tax expenses	(317.32)	142.65
<b>Profit after tax</b>	<b>1,626.53</b>	<b>(776.38)</b>
Share of profit from LLP	(4.98)	(5.68)
Share of profit from associate	-	-
Non Controlling Interest	(109.00)	35.67
Profit/(Loss) for the period from discontinued operations	-	(19.45)
Pre Acquisition profit	-	(372.04)
<b>Profit after tax</b>	<b>1,730.55</b>	<b>(426.24)</b>
<b>Segment Assets and Liabilities</b>		
<b>Segment Assets</b>		
a) Rent and Maintenance of immovable properties	7,692.26	7,158.74
b) Manpower Services	472.32	490.96
c) Investment activity	25,838.42	22,186.06
d) Security Services	874.80	653.17
e) Unallocated Income	4,181.10	9,192.18
<b>Total</b>	<b>39,058.90</b>	<b>39,681.11</b>
<b>Segment Liabilities</b>		
a) Rent and Maintenance of immovable properties	325.53	341.16
b) Manpower Services	229.90	191.76
c) Security Services	420.46	387.43
d) Unallocated	5,006.16	5,442.92
<b>Total Liabilities</b>	<b>5,982.05</b>	<b>6,363.27</b>

**Note: For the purpose of monitoring segment performance and allocating resources between segments:**

- 1) All assets are allocated to reportable segments as applicable
- 2) All liabilities are allocated to reportable segments as applicable

**36) Relationship with struck off companies as at 31/03/2025:**

Name of struck off company	Nature of transaction with struck off company	Balance Outstanding	Relationship with struck off company
NA	Investment in securities	NIL	NA
NA	Receivables	NIL	NA
NA	Payables	NIL	NA
AS per list given below *	Shares held by struck off companies		
NA	Other outstanding balance	NIL	NA

**\*Details of shares held by struck off Companies**

Name of Holder	No.of Shares	% of Total Holding
Harrington Investments Ltd	155,000	13.85%
Everest Investments Ltd	55,000	4.91%
Mercard Ltd	39,700	4.00%
Profad Ltd	12,648	0.73%
Aditya Financial Services P Ltd	8,400	0.49%
Conjeevaram Credits P Ltd	3,400	0.22%
Cowcoody Financials and Investments Ltd	1,600	0.12%
Synergy Finance and Leasing P LTD	1,500	0.13%
Vitaldev Investments P Ltd	1,350	0.12%
Nagarathar Finance & Leasing P Ltd	800	0.06%
Guru Trade Credits Private Ltd	700	0.05%
Binjani Investments and Leasing Private Ltd	500	0.00%
Startegy Investments & Consults P Ltd	500	0.02%
Totarams Investment & Finance Ltd	500	0.04%
Transcorp Financial Services Ltd	500	0.04%
Arvee Finance Private Ltd	450	0.01%
Bolshoi Investments P Ltd	400	0.04%
Mahodev Finance & Investments P Ltd	350	0.02%
Richfield Investments and Finance Limited	325	0.02%
Parshwanath Finance Ltd	300	0.03%
Kandathil Investments Promotion Ltd	250	0.01%
Mercury Software	250	0.02%
ACM Finance P Ltd	200	0.02%
Alpha Investments P Ltd	200	0.01%
Empire Finance Company Limited	200	0.00%
Instar Inv & Financial Consultantic	200	0.02%
SuryaVision Private Limited	200	0.02%
Emmess Financing Agencies P Ltd	150	0.01%
Beneeficent Housing & Allied Industries	125	0.01%
Ambika Estate Private Ltd	124	0.01%
Mohanrao Investments P Ltd	100	0.00%
Prakruthi Finance Services Ltd	100	0.01%
Ranjani Investments P Ltd	100	0.01%
Sagothram Housing Investments Ltd	100	0.01%
Sri Siddhi Vinayak Shares Ltd	100	0.01%
Unique Business Private Ltd	100	0.01%
Kothari & Sons (Nominees ) P Ltd	88	0.01%
Navratna Investments P Ltd	74	0.00%
Alagu Investments P Ltd	50	0.00%
Sanmar Properties & Investments Ltd	50	0.00%
South India Invsts & Fin Cons Ltd	50	0.00%
Sundharama Private Ltd	50	0.00%
New Ambadi Investments P Ltd	25	0.00%
Madan Stock & Share Limited	24	0.00%
Madan Finsec Private Limited	13	0.00%
Pushkar Financial Services Ltd	8	0.00%
CRF Odd lot shares Private Limited	6	0.00%
ST Christophers Trang College	4	0.00%
Abirami Shares & Securities Private Limited	1	0.00%
<b>TOTAL</b>	<b>286,865</b>	<b>25.11%</b>

**37) Additional Regulatory Information Required under Division II to Schedule II of the Companies Act 2013**

Sl.No	Disclosure requirement as per Amended Schedule III	Remarks for Non Disclosure (If any)
1	Title deeds of Immovable Property not held in name of the Company	The Company does not have any immovable properties which are not held in its Own name, Hence disclosure under this clause is not applicable
2	Revaluation of Property, Plant & Equipment	The Company has revalued Property, Plant & Equipment, Refer note No.2(a).
3	Revaluation of Intangible Assets	The Company doesn't have any Intangible Assets, Hence disclosure under this clause is not applicable
4	Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties	<b>Refer Note No 8</b>
5	Capital-Work-in Progress (CWIP)	Nil
6	Intangible assets under development	Nil
7	Details of Benami Property held	The Company has no Benami Property
8	Borrowings from banks or financial institutions on the basis of security of current assets	The Company has no Borrowings from Banks or Financial institutions secured against Current Assets, Hence disclosure under this clause is not applicable
9	Wilful Defaulter	The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender, Hence disclosure under this clause is not applicable
10	Relationship with Struck off Companies	<b>Refer Note No 36</b>
11	Registration of charges or satisfaction with Registrar of Companies (ROC)	Complied With
12	Compliance with number of layers of companies	The Company is in Compliance with Number of layers of the Companies
13	Anyaltical Ratios	<b>Refer Note No 33</b>
14	Compliance with approved Scheme(s) of Arrangements	Not Applicable
15	Utilisation of Borrowed funds and share premium	The company has not borrowed any funds or received any share premium and hence this clause is not applicable.
16	Undisclosed income	Nil
17	Corporate Social Responsibility (CSR)	<b>Refer Note No 32</b>
18	Details of Crypto Currency or Virtual Currency	The Company has not Traded or invested in cryto currency or virtual currency, Hence disclosure under this clause is not applicable

**38) The figures for the previous year have been regrouped / reclassified wherever necessary.**

**“Form AOC-I (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)”**

Statement containing salient features of the financial statement of subsidiaries / associate companies pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 as at 31 March 2025.

**Part “A:” Subsidiaries**

(Rs. In Lakhs)

Particulars	i3 Security Private Limited	India Radiators Ltd	Walery Security Management Ltd (formerly National Trust Housing Finance Ltd)	Chitaranjan Developers LLP *
Reporting period for the subsidiary concerned, (if different from the holding company's reporting period)	NA	NA	NA	NA
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA		NA	NA
Share capital	390.78	90.00	1500.00	300.00
Other Equity	575.54	(127.02)	6,655.31	(20.20)
Total assets	1517.64	1828.34	8637.61	280.05
Total Liabilities( Excluding Share Capital & Reserves)	551.32	1865.36	482.30	0.25
Investments	1.00	-	7,638.31	277.01
Turnover	3608.98	6.32	-	0.33
Profit before taxation	85.60	(104.89)	996.28	(5.03)
Provision for taxation	26.03	(19.97)	117.37	-
Profit after taxation	59.57	(84.92)	878.91	(5.03)
Other Comprehensive Income	-	-	(1,172.62)	-
Total Comprehensive Income(Net of Tax)	59.57	(84.92)	(293.70)	(5.03)
Proposed Dividend	Nil	Nil	Nil	Nil
% of shareholding	<b>100.00</b>	<b>97.29 **</b>	<b>80.60</b>	<b>99.00</b>

**Part “B:” Associates Statements Nil**

**Notes:**

1. \* Partners” Current account
2. \*\*It includes 1.71% of Equity shares and 95.58% of Voting rights through preference shares pursuant to section 47(2) of the companies Act 2013
- 3 The investments have been stated at fair value.
4. Names of subsidiaries, associates or joint ventures which are yet to commence business - Nil
5. Names of subsidiaries, associates or joint ventures which have been liquidated or sold during the year - Nil

for and on behalf of the board

Sd/-  
**E N Rangaswami**  
Whole-time Director  
DIN: 06463753

Sd/-  
**B Narendran**  
Director  
DIN:01159394

Sd/-  
**N Umasankar**  
Chief Financial Officer

Sd/-  
**Oberoi Jangit M**  
Company Secretary

Place: Chennai

Date: 28th May 2025

Name of the entity in the Group	Net Assets, ie. Total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Mercantile Ventures Limited	76.58	25331.69	42.65	694.15	(3.59)	16.93	61.52	711.08
<b>(1) Indian Subsidiaries:</b>								
i3 Security Private Limited	2.92	966.31	3.66	59.57	-	-	5.15	59.57
Walery Security Management Limited	24.66	8,155.31	43.52	708.41	200.37	(945.13)	(20.48)	(236.72)
India Radiators Limited	(0.11)	(37.02)	(2.02)	(32.90)	-	-	(2.85)	(32.90)
Elimination	-	-	4.91	79.90	(145.01)	684.00	66.09	763.90
<b>Non-controlling interests in all subsidiaries</b>	(4.05)	(1,339.44)	7.28	118.49	48.23	(227.49)	(9.43)	(109.00)
<b>Total</b>	<b>100.00</b>	<b>33076.85</b>	<b>100.00</b>	<b>1627.62</b>	<b>100.00</b>	<b>(471.69)</b>	<b>100.00</b>	<b>1,155.93</b>
Chitharanjan Developers LLP-I Indian Subsidiary	#	(20.20)		(5.03)		-		(5.03)

# Partners' current accounts



**MERCANTILE VENTURES LIMITED**

**Registered Office : 88, Mount Road, Guindy, Chennai - 600 032**